

WYCHE, BURGESS, FREEMAN & PARHAM

C. GRANVILLE WYCHE  
ALFRED F. BURGESS  
C. THOMAS WYCHE  
DAVID L. FREEMAN  
JAMES C. PARHAM, JR.  
JAMES M. SHOEMAKER, JR.  
WILLIAM W. KEHL  
CHARLES W. WOFFORD  
LARRY D. ESTRIDGE  
D. ALLEN GRUMBINE  
CARY H. HALL, JR.  
CARL F. MULLER

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

POST OFFICE BOX 10207  
44 EAST CAMPERDOWN WAY  
CABLE ADDRESS: JURAL  
TELEPHONE 803-242-3131

RECORDATION NO. 9899-<sup>E</sup> Filed 1423

January 11, 1979

JAN 15 1979-9 45 AM

INTERSTATE COMMERCE COMMISSION

No. 9-015-12074

Date JAN 15 1979

Fee \$10.<sup>00</sup>

ICC Washington, D. C.

JAN 15 9 43 AM 1979  
FEE OPERATION BR.  
I.C.C.

Mrs. Lee  
Interstate Commerce Commission  
Constitutional Avenue  
at 12th Street, N. W.  
Room 1227  
Washington, D. C. 20023

Re: Management Agreement between Railroad  
Boxcar Associates and National Railway  
Utilization Corporation dated  
December 11, 1978

Dear Mrs. Lee:

I enclose for filing under Section 20c of the Interstate Commerce  
Act the following document:

First Amendment to Certificate of Acceptance dated  
December 20, 1978 for inclusion of fifteen (15) boxcars  
numbered NSL 155260 - NSL 155274 under the terms of a  
Management Agreement dated December 11, 1978 between  
National Railway Utilization Corporation and Railroad  
Boxcar Associates.

The Management Agreement was filed previously with the Interstate  
Commerce Commission on December 11, 1978 and bears recordation  
number 9899.

The address of National Railway Utilization Corporation is 1100  
Centre Square East, 1500 Market Street, Philadelphia, Pa. 19102.  
The address of Railroad Boxcar Associates is c/o Saul D. Kronovet,  
Esq., 425 Park Avenue, New York, N. Y. 10022.

I enclose a check in the amount of \$10.00 payable to the Interstate  
Commerce Commission as the cost for filing this additional instrument  
under a document previously recorded.

I also enclose five executed originals of the First Amendment to  
Certificate of Acceptance. Please place one on file with your office  
stamp the remaining Certificates and return them to me at the address  
on this letterhead.

Sincerely,

*Carl Muller*  
Carl F. Muller

CFM:bjm  
enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/16/79

OFFICE OF THE SECRETARY

Carl F. Muller  
Wyche, Burgess, Freeman & Parham  
P.O.Box 10207  
Greenville, S.C. 29603

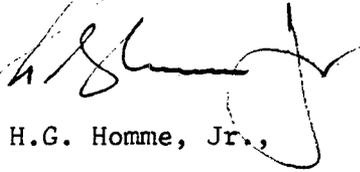
Dear

**Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on \_\_\_\_\_ at \_\_\_\_\_, and assigned recordation number(s) <sup>1/15/79</sup> \_\_\_\_\_ 9:45am

9899-E

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

FIRST AMENDMENT TO  
CERTIFICATE OF ACCEPTANCE

RECORDATION NO. 9899-F  
FILE NO. 1425

JAN 15 1979 -9 45 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, National Railway Utilization Corporation (NRUC), a South Carolina Corporation, on December 19, 1978 executed a Certificate of Acceptance under a Management Agreement dated as of December 11, 1978 between NRUC and Railroad Boxcar Associates (RBA), a New York partnership; and

WHEREAS, that Certificate of Acceptance covered twenty-five (25) railroad boxcars bearing road numbers NSL 155250 - NSL 155274 (both inclusive); and

WHEREAS, the aforementioned Management Agreement was filed on December 12, 1978 with the Interstate Commerce Commission and assigned recordation number 9899; and

WHEREAS, the aforementioned Certificate of Acceptance was filed on or about December 19, 1978 and, on information and belief, assigned recordation number 9899-B; and

WHEREAS, this Certificate of Acceptance was in error at the time of execution in that it should have covered only fifteen (15) boxcars bearing road numbers NSL 155260 - NSL 155274 and should have been dated December 20, 1978; and

WHEREAS, NRUC and RBA desire to correct this error,

NOW, THEREFORE, in consideration of the premises, the parties hereto mutually agree that this Certificate of Acceptance shall be amended to cover only fifteen (15) railroad boxcars, bearing road numbers NSL 155260 - NSL 155274. NRUC and RBA further agree that the date of the Certificate of Acceptance shall be changed



STATE OF NEW YORK )  
COUNTY OF New York )

PROBATE

On this 20th day of December, 1978 before me personally appeared Lilyan R. Waxman, to me personally known, who, being by me duly sworn, says that she is the General Partner of Railroad Boxcar Associates, and that said instrument was signed and sealed on behalf of said partnership as the free act and authorized deed of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.

NOTARY PUBLIC

Rachelle Opas

RACHELLE OPAS  
NOTARY PUBLIC, State of New York  
No. 24-4625707  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1980

My Commission Expires: \_\_\_\_\_

STATE OF PENNSYLVANIA )  
COUNTY OF ALLEGHENY )

PROBATE

On this 20th day of December, 1978 before me personally appeared J. L. Brady, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of U. S. Steel Credit Corporation, and that said instrument was signed and sealed on behalf of said corporation as the free act and authorized deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.

NOTARY PUBLIC

Karen S. Krauter

My Commission Expires: \_\_\_\_\_

**KAREN S. KRAEUTER, Notary Public**  
**PITTSBURGH, ALLEGHENY COUNTY, PA.**  
**MY COMMISSION EXPIRES**  
**MARCH 2, 1981**

EXHIBIT A

CERTIFICATE OF ACCEPTANCE

To: Railroad Boxcar Associates  
425 Park Avenue  
New York, New York

The undersigned, being a duly authorized inspector for National Railway Utilization Corporation ("NRUC") as managing agent under a Management Agreement (the "Management Agreement") between the addressee and NRUC dated as of December 11, 1978, hereby certifies that he has made an inspection of fifteen (15) boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 155260 - NSL 155274

Such Boxcars are 70 ton 50'6", rigid underframe, single sheath class XM boxcars and the above numbers and marks have been registered by NRUC (or a railroad controlled by NRUC) with the Association of American Railroads.

The undersigned has fully and finally accepted such Boxcars on behalf of the addressee as Owner and NRUC as managing agent, and has found that each of such Boxcars is plainly marked in stencil on both sides with the words:

"Ownership subject to a Security Agreement filed under the Interstate Commerce Act 20(c)".

in readily visible letters not less than one inch (1") in height; and that each of such Boxcars conforms to and fully complies with the terms of the Management Agreement and is in condition satisfactory to NRUC. Immediately upon execution hereof by NRUC, the Boxcars shall be managed by NRUC, as Managing Agent for Owner, pursuant to the Management Agreement.

The undersigned further represents and warrants on behalf of NRUC that:

1. The Boxcars have been manufactured in accordance with specifications approved by NRUC and meet all standards required of boxcars of similar class by the Interstate Commerce Commission, the Department of Transportation and the Association of American Railroads.

2. The Boxcars bear the markings of a railroad owned or controlled by NRUC being the St. Lawrence Railroad.

3. The Boxcars will be first placed in service (within the meaning of Treasury Regulation 1.167(a)-11(e)(1)) on the date hereof immediately after acceptance thereof.



IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

My Commission expires:

\_\_\_\_\_  
Notary Public

\_\_\_\_\_

EXHIBIT A

RECORDATION NO. 9877-F Filed 1425

CERTIFICATE OF ACCEPTANCE

JAN 15 1979 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

To: Railroad Boxcar Associates  
425 Park Avenue  
New York, New York

The undersigned, being a duly authorized inspector for National Railway Utilization Corporation ("NRUC") as managing agent under a Management Agreement (the "Management Agreement") between the addressee and NRUC dated as of December 11, 1978, hereby certifies that he has made an inspection of fifteen (15) boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 155260 - NSL 155274

Such Boxcars are 70 ton 50'6", rigid underframe, single sheath class XM boxcars and the above numbers and marks have been registered by NRUC (or a railroad controlled by NRUC) with the Association of American Railroads.

The undersigned has fully and finally accepted such Boxcars on behalf of the addressee as Owner and NRUC as managing agent, and has found that each of such Boxcars is plainly marked in stencil on both sides with the words:

"Ownership subject to a Security Agreement filed under the Interstate Commerce Act 20(c)".

in readily visible letters not less than one inch (1") in height; and that each of such Boxcars conforms to and fully complies with the terms of the Management Agreement and is in condition satisfactory to NRUC. Immediately upon execution hereof by NRUC, the Boxcars shall be managed by NRUC, as Managing Agent for Owner, pursuant to the Management Agreement.

The undersigned further represents and warrants on behalf of NRUC that:

1. The Boxcars have been manufactured in accordance with specifications approved by NRUC and meet all standards required of boxcars of similar class by the Interstate Commerce Commission, the Department of Transportation and the Association of American Railroads.

2. The Boxcars bear the markings of a railroad owned or controlled by NRUC being the St. Lawrence Railroad.

3. The Boxcars will be first placed in service (within the meaning of Treasury Regulation 1.167(a)-11(e)(1)) on the date hereof immediately after acceptance thereof.



IN WITNESS WHEREOF, I have hereunto set my hand and Notarial  
Seal.

My Commission expires:

\_\_\_\_\_  
Notary Public

\_\_\_\_\_

FIRST AMENDMENT TO  
CERTIFICATE OF ACCEPTANCE

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WHEREAS, that Certificate of Acceptance covered twenty-five (25) railroad boxcars bearing road numbers NSL 155250 - NSL 155274 (both inclusive); and

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WHEREAS, the aforementioned Certificate of Acceptance was filed on or about December 19, 1978 and, on information and belief, assigned recordation number 9899-B; and

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COUNTY OF New York )

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IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.

NOTARY PUBLIC

Rachelle Opas

RACHELLE OPAS  
NOTARY PUBLIC, State of New York  
No. 24-4625707  
Qualified in Kings County  
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IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.

NOTARY PUBLIC

Karen S. Krauter

My Commission Expires:

**KAREN S. KRAUTER, Notary Public**  
**PITTSBURGH, ALLEGHENY COUNTY, PA.**  
**MY COMMISSION EXPIRES**  
**MARCH 2, 1981**

