

RECORDATION NO. 9959-1
JUL 7 1980 - 11 00 AM
Filed 14
IN BETWEEN
STATE COMMERCE COMMISSION

AMENDMENT dated as of February 15, 1980 to that certain
MANAGEMENT AGREEMENT dated as of December 27, 1978
CAROL D. VINSON (termed "Owner") and NATIONAL RAILWAY
UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of
the 50'6" Type XM Railroad Boxcars which are subject to this
Management Agreement should be remarked in order to maximize their
utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the
parties and in further consideration of \$1.00 in hand paid by each
party to the others, the parties hereto agree as follows:

The Management Agreement is amended by changing the railroad
numbers from the following:

NSL 150475 - NSL 150476

to the following:

NSL 150475
MISS 150476

IN WITNESS WHEREOF, Owner and Manager each pursuant to due
authority, have caused these presents to be duly executed.

Richard J. Kelly
Witness
Patricia Casella
Witness

Carol D. Vinson
Carol D. Vinson, Owner

Commonwealth of Pennsylvania

ss:

County of Philadelphia

On this 19th day of May, 1980, before me personally appeared Richard J. Kelly, to me personally known, who, being by me duly sworn, says that he and the other witness, Patricia Casella, personally witnessed Carol D. Vinson, as Owner, duly sign the within Amendment and that the execution of the foregoing instrument was the free act and deed of said Owner.

(Notarial Seal)

Elsie Marlene Williams
Notary of Pennsylvania

ELSIE MARLENE WILLIAMS
Notary Public, Phila., Phila. Co.

My Commission Expires:

My Commission Expires Oct. 18, 1982

(SEAL)

NATIONAL RAILWAY UTILIZATION CORPORATION

BY

Charles P. Turnburke
Charles P. Turnburke
Vice President

ATTEST

T. W. Strzepak
T. W. Strzepak
Assistant Secretary

Commonwealth of Pennsylvania:

ss:

County of Philadelphia:

On this 19th day of May, 1980, before me personally appeared Charles P. Turnburke, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Elsie Marlene Williams
Prothonotary of Pennsylvania

ELSIE MARLENE WILLIAMS
Notary Public, Phila., Phila. Co.

My Commission Expires:

My Commission Expires Oct. 18, 1982