

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
HENRY L. PARR, JR.
BRADFORD W. WYCHE
ERIC B. AMSTUTZ*

WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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June 3, 1981

RECORDATION NO. 9899-B Filed 1425

JUN 9 1981-1 45 PM

INTERSTATE COMMERCE COMMISSION

*ADMITTED TO D. C. BAR ONLY

Mrs. Lee
Interstate Commerce Commission
Constitution Avenue at 12th St. N.W.
Washington, D. C. 20023

Re: Second Amendment to Certificate of Acceptance
between Railroad Boxcar Associates and National
Railway Utilization Corporation

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate
Commerce Act please find the following:

Second Amendment to Certificate of Acceptance
dated as of December 18, 1978 under Management
Agreement between Railroad Boxcar Associates
and National Railway Utilization Corporation

The Certificate of Acceptance was previously filed with the
Interstate Commerce Commission on December 18, 1978 and bears the
recording number of 9899-B.

The address of National Railway Utilization Corporation is
100 North 20th Street, Second Floor, Philadelphia, Pennsylvania.
The address of Railroad Boxcar Associates is c/o Saul Duff Kronovet,
425 Park Avenue, New York, New York 10022.

I enclose a check in the amount of \$40.00 payable to the
Interstate Commerce Commission as the cost for filing these additional
instruments under documents previously recorded.

I also enclose three executed originals of this Second Amend-
ments to Certificate of Acceptance. Please place one on file with
your office, stamp the remaining Amendments and return them to me
at the address on this letterhead.

Very truly yours,

Carl Muller

Carl F. Muller

CFM/bjm
Enclosures

JUN 9 1981-1 45 PM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT dated as of December 1, 1980 to that certain CERTIFICATE OF ACCEPTANCE dated December 18, 1978 issued under a MANAGEMENT AGREEMENT dated as of December 11, 1978 between RAILROAD BOXCAR ASSOCIATES (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 Security 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 other, the parties hereto agree as follows:

This Certificate of Acceptance is amended by changing the Equipment Numbers from the following:

NSL 150318 through NSL 150367

to the following:

- NSL 150318 through NSL 150321
- NSL 150322 through NSL 150334
- MISS 150335
- NSL 150336 through NSL 150345
- MISS 150346
- NSL 150347 through NSL 150349
- NSL 150350 through 150351
- MISS 150352
- NSL 150353 through NSL 150362
- MISS 150363 through MISS 150364
- NSL 150365 through NSL 150366
- MISS 150367

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

Rachel Gas Fried

Witness

RAILROAD BOXCAR ASSOCIATES
By: *[Signature]*

General Partner

Witness

STATE OF NEW YORK)

CITY OF NEW YORK)

ss:

I hereby certify that on this 27th day of February 1981, before me personally appeared Nathan R. Waxman, who, being duly sworn, acknowledged ~~himself~~ to be a general partner of RAILROAD BOXCAR ASSOCIATES, a limited partnership, and that ~~she~~ as such general partner, being authorized so to do, executed the foregoing instrument on behalf of RAILROAD BOXCAR ASSOCIATES for the purposes therein contained.

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

My Commission expires:

JEAN W. SPENCER
NOTARY PUBLIC, State of New York
No. 24768715
Qualified in Kings County
Commission Expires March 30, 1981

Jean W. Spencer
Notary Public of New York

(SEAL)

NATIONAL RAILWAY UTILIZATION CORPORATION

BY

Richard J. Kelly
Richard J. Kelly
Vice President

ATTEST

T. W. Strzepek
T. W. Strzepek
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA:

ss:

COUNTY OF PHILADELPHIA:

On this 21st day of May, 1981, before me personally appeared Richard J. Kelly, 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)

Martha T. Mills
Prothonotary of Pennsylvania

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

~~My Commission Expires March 5, 1984~~

My Commission Expires: