

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

GREENVILLE, SOUTH CAROLINA 29603

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

RECORDATION NO. 10333-D  
FILED 1981

JUN 8 - 1981 - 9 30 AM

INTERSTATE COMMERCE COMMISSION

June 2, 1981

Date JUN 8 1981  
Fee \$ 10.00  
Washington, D. C.

RECEIVED  
JUN 8 9 25 AM '81  
REGISTRATION DIV.

ADMITTED TO D. C. BAR ONLY

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

Re: Second Amendment to Certificate of Acceptance dated May 3, 1979 issued under a Management Agreement dated as of April 27, 1979 between Railroad Boxcar Associates II and National Railway Utilization Corporation

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate Commerce Act please find the above-captioned document.

The Certificate of Acceptance was previously filed with the Interstate Commerce Commission on May 3, 1979 and stamped with recording number 10333-B.

The address of National Railway Utilization Corporation is 100 North 20th Street, Second Floor, Philadelphia, Pennsylvania 19103. The address of Railroad Boxcar Associates II is c/o Mr. Saul Duff Kronovet, 425 Park Avenue, New York, New York 10017.

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 three executed originals of this Second Amendment 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 F. Muller*  
Carl F. Muller

CFM/bjm  
Enclosures

REGISTRATION NO. 10333-D  
FEB 1979  
JUN 8 - 1981 - 9 to AM  
INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT dated as of December 1, 1980 to that certain CERTIFICATE OF ACCEPTANCE dated May 3, 1979 issued under a MANAGEMENT AGREEMENT dated as of April 27, 1979 between RAILROAD BOXCAR ASSOCIATES II (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 other, the parties hereto agree as follows:

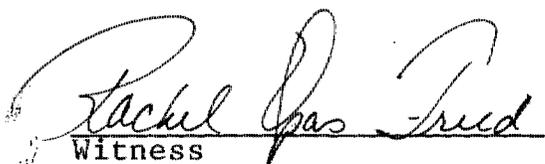
The Certificate of Acceptance under the Management Agreement is amended by changing the Equipment Numbers from the following:

NSL 155462 through NSL 155536

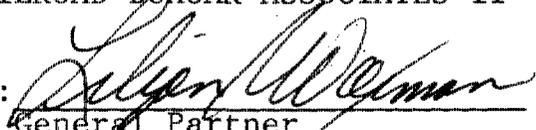
to the following:

MISS 155462  
NSL 155463  
MISS 155464  
NSL 155465  
MISS 155466 through MISS 155467  
NSL 155468 through NSL 155470  
MISS 155471  
NSL 155472 through NSL 155536

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

  
Witness

RAILROAD BOXCAR ASSOCIATES II

By:   
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 Sylvan R. Waxman, gws who, being duly sworn, acknowledged himself to be a general partner of RAILROAD BOXCAR ASSOCIATES II, a limited partnership, and that he as such general partner, being authorized so to do, executed the foregoing instrument on behalf of RAILROAD BOXCAR ASSOCIATES II for the purposes therein contained.

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

Jean W. Spencer  
Notary Public of New York

My Commission expires:

JEAN W. SPENCER  
NOTARY PUBLIC, State of New York  
No. 24-4498715  
Qualified in Kings County  
Commission Expires March 30, 1981

(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

My Commission Expires:

MARTHA T. MILLS  
Notary Public, Phila., Phila. Co.  
My Commission Expires March 5, 1984

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

6/8/81

OFFICE OF THE SECRETARY

**Carl F. Muller**  
**Wyche, Burgess, Freeman & Parham**  
**P.O.Box 10207**  
**44 E. Camperdown Way**  
**Greenville, S.C. 29603**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/8/81** at **9:30am**, and assigned re-  
recording number(s). **10333-D**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)