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RECORDATION NO 10333-F FILED 1420

NOV 6 1989 -1 40 PM

INTERSTATE COMMERCE COMMISSION

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ALLEN H. HARRISON, JR.

DIRECT LINE (202)

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9-310A034

November 6, 1989

\$15.00 filing fee

Dear Ms. McGee:

On behalf of NRUC Corporation, formerly National Railway Utilization Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three (3) executed counterparts of a secondary document, not previously recorded, entitled Full Termination ("Termination"), executed as of September 29, 1989.

The party to the enclosed Termination is:

NRUC Corporation, formerly
National Railway Utilization Corporation
100 North 20th Street
2nd Floor
Philadelphia, Pennsylvania 19103

this one is 10333-F

The said Termination acts to terminate and release all interest in and under that certain Management Agreement, as amended, and to fully release and discharge all collateral described therein. The said Management Agreement was recorded with the Interstate Commerce Commission ("ICC") May 3, 1979 under Recordation No. 10333 and the said Termination should be recorded under the next available letter designation under Recordation No. 10333 which we believe will be 10333-F.

A short summary of the document to appear in the ICC Index is as follows:

"Full Termination"

Enclosed is a check in the amount of fifteen dollars (\$15) in payment of the filing fee.

Countersigned Paul D. Dill

Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
NRUC Corporation, formerly
National Railway Utilization
Corporation

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Enclosures

AHH/iw

RECORDATION NO. 10333-F FILED 1425

NOV 6 1989 - 1 40 PM

FULL TERMINATION

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Railroad Boxcar Associates II ("Associates II") and National Railway Utilization Corporation ("NRUC") entered into a Management Agreement ("Agreement") dated as of April 27, 1979 whereby Associates II retained NRUC to manage certain designated boxcars in accordance with the terms of the Agreement, and

WHEREAS, the Agreement was filed and recorded with the Interstate Commerce Commission on May 3, 1979 under Recordation No. 10333, and

WHEREAS, the duties and obligations under the Agreement have been satisfied and discharged, and Associates II has been dissolved;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, the Agreement is of record hereby terminated, released and discharged in toto.

IN WITNESS WHEREOF, NRUC has duly executed this Full Termination as of September 29, 1989.

NRUC CORPORATION,
Formerly
National Railway Utilization
Corporation

By Robert L. Sherrill
Title Vice President
Date Signed 11/1/89

STATE OF Pennsylvania)
COUNTY OF Philadelphia) SS:

On this 1st day of November, 1989 before me personally appeared Robert S. Shaver, Jr., to me personally known, who being by me duly sworn, says that he/she is the Vice-President of ^{N.R.U.C. CORPORATION, FORMERLY} National Railway Utilization Corporation, that the foregoing instrument was signed on behalf of said National Railway Utilization Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said ^{N.R.U.C. CORPORATION, FORMERLY} National Railway Utilization Corporation.

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

[SEAL]

Anne Skalamera
Notary Public

My Commission expires:

NOTARIAL SEAL
ANNE SKALAMERA, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Aug. 30, 1993

Sworn to and subscribed before me
this 1st day of NOV 1989