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AMENDMENT dated as of May 15, 1980 to INTERSTATE COMMERCE MANAGEMENT AGREEMENT dated as of September 14, 1979 between BALARD LEASING CORPORATION (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 Management Agreement is amended by changing the railroad numbers from the following:

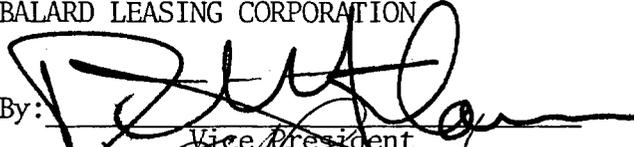
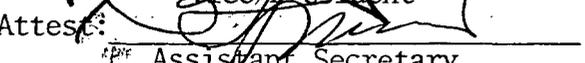
NSL 151645 through NSL 151721
PT 206086 through PT 206098
NSL 157100 through NSL 157109

to the following:

NSL 151645
MISS 151646 through MISS 151647
NSL 151648 through NSL 151652
MISS 151653
NSL 151654 through NSL 151659
MISS 151660
NSL 151661 through NSL 151666
MISS 151667
NSL 151668 through NSL 151687
MISS 151688
NSL 151689 through NSL 151690
MISS 151691
NSL 151692 through NSL 151699
MISS 151700
NSL 151701 through NSL 151705
MISS 151706
NSL 151707 through NSL 151709
MISS 151710
NSL 151711 through NSL 151720
MISS 151721
PT 206086 through PT 206098
NSL 157100 through NSL 157109

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

(SEAL)

BALARD LEASING CORPORATION
By: 
Vice President
Attest: 
Assistant Secretary