

3400 CENTRE SQUARE WEST
1500 MARKET STREET
PHILADELPHIA, PA. 19102
(215) 972-3400

38 SQUARE DE MEEUS, BTE 1
1040 BRUSSELS, BELGIUM
(02) 511 80 40

PRINCES HOUSE
95 GRESHAM STREET
LONDON, EC2V 7NA, ENGLAND
01. 606. 8598

LAW OFFICES OF

DECHERT PRICE & RHOADS

888 17th STREET, N. W.

WASHINGTON, D. C. 20006

TELEX 84 5324 • BARDEP

(202) 872-8600

RECORDATION NO.

Filed 1428

ELEVEN BROADWAY
NEW YORK, N. Y. 10004
(212) 425-3510

SUITE 1760
ENERGY CENTER ONE
717 SEVENTEENTH STREET
DENVER, COLORADO 80202
(303) 623-1777

800 NORTH THIRD STREET
HARRISBURG, PA. 17102
(717) 233-7947

APR 30 1981-10 10 AM

INTERSTATE COMMERCE COMMISSION
1-130A030

April 30, 1981

No.

APR 30 1981
Date.....
Fee \$ 10.00
ICC Washington, D. C.

FEE OPERATION BR.

APR 30 10 41 AM '81

RECEIVED

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations, I enclose for filing and recordation five originals and two copies of a Second Notice of Partial Termination Pursuant to Equipment Lease Termination Agreement dated April 22, 1981, made by National Railway Utilization Corporation and acknowledged by Girard Leasing Corporation. This Second Notice of Partial Termination amends the Equipment Lease Agreement filed with the Commission on August 8, 1978, at 10:25 A.M. and assigned Recordation Number 9630.

The names and addresses of the parties to the Notice of Partial Termination document are as follows:

(a) Lessee:

National Railway Utilization Corporation
1100 Centre Square East
1500 Market Street
Philadelphia, PA 19102

(b) Lessor:

Girard Leasing Corporation
3 Girard Plaza
Philadelphia, PA 19101

Pursuant to this Second Notice of Partial Termination and the Equipment Lease Termination Agreement dated October 16, 1980, filed with the Commission on November 3, 1980, at 4:00 P.M. and assigned Recordation Number 9630-F, the following boxcars are no longer subject to the Equipment Lease Agreement:

Two (2) 50'6" 70-ton XM rated boxcars
manufactured by Southern Iron and
Equipment Co., a Division of Evans

Christine E. Wilhelms

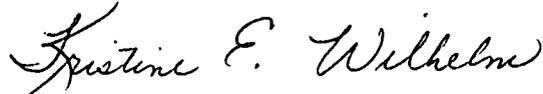
Agatha L. Mergenovich, Secretary
April 30, 1981
Page Two

Transportation Company and bearing
numbers NSL 155114 and NSL 155118.

Please file and record the Second Notice of Partial Termination, cross-indexing it to the Equipment Lease Agreement and the Equipment Lease Termination Agreement and under the names of the Lessee and the Lessor. A check is enclosed for \$10.00 as prescribed pursuant to 40 C.F.R. § 1116.3(d).

Please stamp all seven copies of the Notice of Partial Termination and the attached copies of this transmittal letter with your official recording stamp. You will wish to retain two copies of the Notice of Partial Termination and the original transmittal letter. Please return the original and the remaining copies of the Notice of Partial Termination and the remaining copies of the transmittal letter to the bearer of this letter.

Sincerely,



Kristine E. Wilhelm
Legal Assistant

KEW/kjb
Enclosures

APR 30 1981-10 10 AM

INTERSTATE COMMERCE COMMISSION

SECOND NOTICE OF PARTIAL TERMINATION
PURSUANT TO EQUIPMENT LEASE TERMINATION
AGREEMENT

This Notice of Termination dated the 22ND day of April, 1981, is provided by National Railway Utilization Corporation ("Lessee") to Girard Leasing Corporation ("Lessor") and is acknowledged by Lessor.

BACKGROUND

A. Lessor and Lessee entered into an Equipment Lease Agreement dated as of August 8, 1978, and recorded on that date with the Interstate Commerce Commission, and bearing recordation number 9630. The Equipment Lease Agreement provides for the lease of ninety-four 50'6" 70-ton XM rated boxcars.

B. Subsequent to a default under the Equipment Lease Agreement, Lessor and Lessee entered into an Equipment Lease Termination Agreement dated October 16, 1980, and recorded with the Interstate Commerce Commission on November 3, 1980, and bearing recordation number 9630-E. Pursuant to that Termination Agreement, Lessee is to notify Lessor of the location and availability of boxcars and coordinate their return in accordance with Lessor's instructions.

C. The Equipment Lease Agreement terminates pursuant to the Termination Agreement as to each boxcar upon either of the following events: (1) their departure from third party storage facilities; (2) the exchange of communications by Lessee and Lessor relinquishing and assuming control of and responsibility for the boxcars; or (3) upon the boxcar being captured and way-billed collect to Lessor's designated location.

D. By Notice of Partial Termination dated February 6, 1981 (the "First Notice") certain boxcars were identified as being terminated since execution of the Termination Agreement.

E. This Notice from Lessee, acknowledged by Lessor, identifies those boxcars with respect to which the Equipment Lease Agreement has been terminated since execution of the Termination Agreement.

F. No boxcars now remain subject to the Equipment Lease Agreement.

NOTICE

WHEREFORE, Lessee hereby notifies Lessor that as to following boxcars the Equipment Lease Agreement has been terminated:

<u>DESCRIPTION</u>	<u>ROAD NUMBERS</u>
50'6" 70-ton XM Rated Boxcars manufactured by Southern Iron and Equipment Co., a Division of Evans Transportation Company.	NSL 155114 and NSL 155118

NATIONAL RAILWAY UTILIZATION CORP.

By *John J. Kelly*
Title *vice president*

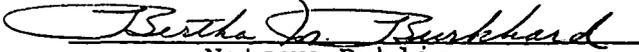
ACKNOWLEDGED BY:

GIRARD LEASING CORPORATION

By *Richard J. McConnell*
President

Commonwealth of Pennsylvania :
County of Philadelphia : SS.

On this 27th day of April, 1981 before me appeared Richard J. McConnell, to me personally known, who being by me duly sworn, says that he is President of GIRARD LEASING CORPORATION, that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

BERTHA J. BUSCHARD, Notary Public
PHILADELPHIA COUNTY
MY COMMISSION EXPIRES APR. 20, 1982
Member, Pennsylvania Association of Notaries

I hereby certify that I am
not an Officer or Director of
the above named Corporation.

Commonwealth of Pennsylvania :
County of Philadelphia : ss.
:

On this 22nd day of April, 1981 before me 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 the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

BERNADETTE J. SCOTT
Notary Public, Phila., Phila. Co.
My Commission Expires July 16, 1984