

9964-F  
RECORDATION NO. \_\_\_\_\_ FILED \_\_\_\_\_

OCT 6 1988 - 11 25 AM

AGREEMENT

**INTERSTATE COMMERCE COMMISSION**

Agreement made this 8th day of September, 1988 by and among Richard J. Kelly (hereinafter "Borrower"), NRUC Corporation (hereinafter "NRUC") and The South Carolina National Bank (hereinafter "Bank").

WITNESSETH:

WHEREAS, Borrower is indebted to Bank and has granted to Bank a security interest in certain railway equipment pursuant to the terms of a Security Agreement dated 12/27/78, 1978 and recorded with the Interstate Commerce Commission on 12/27, 1978 under Recordation No.: 9964-A (the "Security Agreement"), and

WHEREAS Borrower has authorized NRUC as manager of certain railway equipment owned by Borrower to execute a lease agreement with Canadian National Railway Company on behalf of Borrower, a copy of such authorization being attached hereto as Exhibit A, and

WHEREAS NRUC has executed that certain lease agreement with Canadian National Railway in the form attached hereto as Exhibit B (the "Lease"), and

WHEREAS Borrower has requested Bank to release the following railway equipment ("The Equipment") from the lien of the Security Agreement:

1 seventy ton 50'6" rigid frame, single sheath Class XM boxcars numbered:

<u>Original Marks</u>	<u>Present Marks</u>	<u>Canadian National Lease Assigned Marks</u>
NSL 150483	MISS 150483	CN 418130

WHEREAS, Bank is unwilling to release its lien on the Equipment without the Agreements of NRUC and Borrower contained in this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein the parties hereby agree as follows:

1. Bank hereby consents to the lease of the Equipment to Canadian National Railway Company pursuant to the terms of the Lease. Bank also consents to the discount of the lease rentals by assignment of rentals under the Lease to The Canada Life Assurance Company.

2. The Bank will release the Equipment from the lien of the Security Agreement.

3. NRUC will collect for the account of Borrower, all proceeds from the lease or sale of the Equipment, less expenses plus a \$1500 fee per unit to NRUC, and will pay to Bank all such net proceeds for the account of Borrower.

4. Borrower hereby authorizes NRUC to pay directly to Bank all net proceeds from the lease or sale of the Equipment for application against the debt of Borrower to Bank.

IN WITNESS WHEREOF, the Agreement has been duly executed as of the date first above written.

By: *Bobby L. Lynds V.P.*  
BANK

The South Carolina National Bank

NRUC CORPORATION

BY: *John A. Mariscotti*  
John A. Mariscotti  
Its: President

*Richard J. Kelly*  
BORROWER

Richard J. Kelly

RELEASE

FOR VALUE RECEIVED, The South Carolina National Bank ("Bank"), holder of a certain Security Agreement given by \_\_\_\_\_  
Richard J. Kelly to Bank dated 12/27/78,  
1988, and recorded with the Interstate Commerce Commission on \_\_\_\_\_  
12/27/78, 1988, under Recordation No. 9964-A  
(The Security Agreement), does hereby release and discharge from the effect of The Security Agreement the following collateral:

1 70 Ton - 50'6" rigid frame, single sheath  
Class XM boxcars numbered:

<u>Original Marks</u>	<u>Present Marks</u>	Canadian National <u>Lease Assign. Marks</u>
NSL 150483	MISS 150483	CN 418130

The Security Agreement shall remain in full force and effect in all other respects.

IN WITNESS WHEREOF, Bank has caused this instrument to be signed by its duly authorized officer this 26 day of September, 1988

By: Buddy L Reynolds  
Its Vice President

Witness:

Sharon E. Wilson

STATE OF South Carolina  
COUNTY OF Greenville

On this 26<sup>th</sup> day of September, 1988, before me, personally appeared Buddy L. Reynolds, to me personally known, who being by me duly sworn says that he is the Vice President of South Carolina National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by the authority of its Board of Directors, and he acknowledged the execution of the foregoing instrument was a free act and deed of said corporation.

Mary H. O'Brien  
Notary Public  
My Commission Expires: 4-16-1992

(SEAL)