



NRUC CORPORATION

100 NORTH TWENTIETH STREET
SECOND FLOOR
PHILADELPHIA, PA 19103
215 • 569 • 2220

REGISTRATION NO. 15517 FROM 1988

FEB 1 1989 - 1 40 PM
INTERSTATE COMMERCE COMMISSION

9-032A168

Date 2/1/89
Fee \$ 13
ICC Washington, D. C.

February 1, 1989

Interstate Commerce Commission
12th & Constitution Avenues, N. W.
Washington, D. C. 20423

Attention: Ms. Lee - Room 2303

Dear Ms. Lee:

Enclosed herewith is the original document described below and five fully executed copies to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is Supplemental #6 Agreement of Assignment for an assignment agreement between NRUC Corporation and Canadian Life Assurance Company, dated June 28, 1988. The primary document to which this is connected is recordation #15517.

A fee of \$13.00 is enclosed. Please return three fully executed documents with the recording certificate data stamped thereon, to NRUC Corporation, 100 N. 20th Street, 2nd Floor, Philadelphia, Pa. 19103, Attention: Mr. John A. Mariscotti.

Very truly yours,

John A. Mariscotti
John A. Mariscotti
President

JAM/bar

enclosure

Counterparts Howard Muckens

SUPPLEMENT NO. 6 TO
AGREEMENT OF ASSIGNMENTFEB 1 1989 - 1 40 PM
INTERSTATE COMMERCE COMMISSION

This Supplement No. 6 dated as of January 30, 1989 between NRUC Corporation, as assignor (hereinafter called "Assignor") and The Canada Life Assurance Company, as successor assignee (hereinafter called "Assignee").

WHEREAS, Assignor and Canadian National Railway (hereinafter called the "Lessee") entered into a Lease Agreement as of January 22, 1988, as amended by letter dated June 28, 1988 and as further amended by letters dated October 31, 1988 and December 30, 1988 (which agreement as so amended is hereinafter called the "Lease") by which the Assignor agreed to lease 400 boxcars to Lessee, and

WHEREAS, Assignor entered into an Agreement of Assignment made as of June 28, 1988 (which agreement as heretofore amended by agreements dated as of July 28, 1988, August 31, 1988, October 28, 1988, December 9, 1988 and January 5, 1989 is hereinafter called the "Agreement of Assignment") with Chemical Bank of Canada as assignee (hereinafter called "Chemical Bank"), by which certain rights of Assignor under the Lease were assigned to Chemical Bank, and

WHEREAS, Chemical Bank has assigned all of its rights under the Agreement of Assignment to Assignee by Assignment Agreement dated as of June 28, 1988, and

WHEREAS, Assignor and Assignee now desire to amend the Agreement of Assignment to reflect the delivery of 35 additional boxcars by Assignor to Lessee under the Lease, and to confirm Schedules E and F to the Agreement of Assignment in their entirety, and

WHEREAS, terms used in this Supplement No. 6 to Agreement of Assignment and which are defined in the Agreement of Assignment shall have the same respective meanings in this instrument unless otherwise specified.

NOW, THEREFORE WITNESSETH THAT, in consideration of the sum of Ten Dollars (\$10.00), the parties' respective covenants and obligations herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Agreement of Assignment is hereby amended and supplemented by including as part thereof the attached Schedules E-1 and F-1 reflecting the delivery of 35 additional boxcars to Lessee under the Lease.

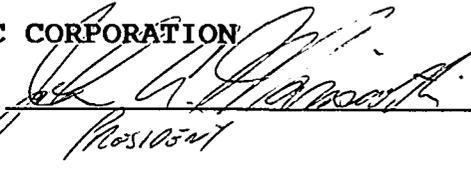
2. Assignor hereby acknowledges receipt in full of the Assignment Price for all Cars delivered by it to the Lessee and which are more particularly described in Schedules E-1 and F-1 attached hereto.

3. Assignor and Assignee hereby acknowledge and confirm that annexed hereto as Appendix I is a complete and conformed copy of Schedule E and Schedule F to the Agreement of Assignment in their entireties, as hereby and heretofore supplemented.

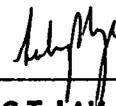
4. All other terms and conditions of the Agreement of Assignment remain in full force and effect.

IN WITNESS WHEREOF, this Supplement No. 6 to the Agreement of Assignment has been duly executed as of the date first above written.

NRUC CORPORATION

By: 

THE CANADA LIFE ASSURANCE
COMPANY

By: 

HONG T. LAU, ASSISTANT TREASURER



NRUC CORPORATION

INTEROFFICE MEMO

TO: William W. Kehl, Esq. *[Signature]*
 FROM: John A. Mariscotti
 SUBJECT: CN Delivery - January 31, 1989 (REVISED)
 DATE: January 27, 1989

The following cars are anticipated to be included in the January 31, 1989 Closing.

<u>NRUC Owned Cars:</u>	<u>Date Accepted</u>	<u>Date Shipped</u>	<u>Total Cars</u>
CN 418381 - CN 418399	1/31/89	1/31/89	23
CN 418095, 418104, 418113			
CN 418119			

Managed Cars:

<u>Car Number</u>	<u>Owner</u>	<u>Date Accepted</u>	<u>Date Shipped</u>
CN 418132	J. Shoemaker	1/31/89	1/31/89
CN 418091	H. Park	1/31/89	1/31/89
CN 418116	C. Turnburke	1/31/89	1/31/89
CN 418105	C. Turnburke	7/26/88	1/31/89
CN 418106	C. Turnburke	7/26/88	1/31/89
CN 418107	C. Turnburke	6/28/88	1/31/89
CN 418108	C. Turnburke	7/26/88	1/31/89
CN 418109	C. Turnburke	7/26/88	1/31/89
CN 418110	C. Turnburke	9/26/88	1/31/89
CN 418111	C. Turnburke	9/26/88	1/31/89
CN 418112	C. Turnburke	12/29/88	1/31/89
CN 418099	W. Moats	12/29/88	1/31/89

Total Managed Cars 12

Total Cars in Closing 35

cc: R. Shiner

Schedules E and FNRUC
CORPORATIONINTEROFFICE
MEMO

TO William Kehl

FROM Robert L. Shiner, Jr. *RLS*

SUBJECT: CN Deliveries - Closing.

DATE June 23, 1988

Delivered and Accepted to Date: Lots #1 through #6.

NRUC Owned Cars:

CN 418000 - 418024	25 Cars
CN 418025 - 418049	25 Cars
CN 418050 - 418070	21 Cars
CN 418073 - 418077	5 Cars
CN 418143 - 418176	34 Cars
CN 418178 - 418217	40 Cars
Actually Delivered	<u>150 Cars</u>

Anticipated Acceptance and Delivery: June 28, 1988.

NRUC Owned Cars

CN 418177	1 Car
CN 418218 - 418252	35 Cars
Total Projected at Closing	<u>186 Cars NRUC Owned.</u>

Managed Cars - Accepted and Delivered:

<u>Car Number</u>	<u>Owner</u>
CN 418071	Edward F. Haag
CN 418072	William W. Kehl
CN 418078	Edward F. Haag
CN 418089	Nathan A. Einstein
CN 418090	R. Hunter Park
CN 418135	Howard W. Moore
CN 418137	Howard W. Moore
CN 418138	Howard W. Moore
Actual Delivered	(8) Eight - Managed Cars

Anticipated Accepted and Delivered - June 28, 1988:

CN 418131	Dr. Howard E. & Minor M. Shaw ✓
CN 418098	Dottie King ✓
CN 418139	Howard W. Moore ✓
	(3) Three ✓

Total Projected at Closing:	(11) Eleven
Grand Total	197



NRUC
CORPORATION

INTEROFFICE MEMO

TO William Kehl
FROM Robert L. Shiner, Jr. *RLS*
SUBJECT CN Delivered - Closing.
DATE July 22, 1988

Cars to be accepted and delivered for July 28, 1988 closing.

NRUC OWNED CARS

CN 418253 - 418281 29 Cars

MANAGED CARS

<u>CAR NUMBER</u>	<u>OWNER</u>
CN 418080	William W. Kehl
CN 418057	Nathan A. Einstein
CN 418097	Francis M. Hipp
CN 418101	J.B. Stephens
CN 418133	South Carolina National Bank
CN 418142	Howard W. Moore

Total Managed Cars 6 Cars

Grand Total Owned & Managed 35 Cars

RLS/rfg

cc: John Mariscotti



NRUC
CORPORATION

INTEROFFICE MEMO

TO William Kehl

FROM Robert L. Shiner, Jr.

SUBJECT CN Delivery - Third (3rd) Closing.

DATE August 24, 1988

The following cars are anticipated to be accepted and delivered for the closing date August 31, 1988.

NRUC Owned Cars

CN 418282 - CN 418312 31 Cars

Managed Cars

<u>Car Number</u>	<u>Owner</u>
CN 418117	Edith G. Carter
CN 418118	Edith G. Carter
CN 418121	Edith G. Carter
CN 418122	Edith G. Carter
CN 418124	Edith G. Carter
CN 418128	Edith G. Carter
CN 418136	Howard W. Moore
CN 418140	Howard W. Moore
CN 418092	David L. Freeman

Total Managed Cars 9 Cars

Grand Total Owned and Managed 40 Cars

RLS/rfg

cc: John A. Mariscotti

NRUC
CORPORATIONINTEROFFICE
MEMO

TO: William W. Kehl, Esq.

FROM: Robert L. Shiner, Jr.

SUBJECT: CN Delivery - October 28, 1988.

DATE: October 26, 1988

The following cars are anticipated to be included in the October closing:

NRUC Owned Cars:

	<u>Date Accepted</u>	<u>Date Shipped</u>	<u>Total Cars</u>
CN 418313 - CN 418322	09/22/1988	09/26/1988	10
CN 418323 - CN 418347	10/27/1988	10/28/1988	25

Managed Cars:

<u>Car#</u>	<u>Owner</u>	<u>Date Accepted</u>	<u>Date Shipped</u>
CN 418114	Charles P. Turnburke	07/25/1988	10/28/1988
CN 418115	Charles P. Turnburke	08/26/1988	10/28/1988
CN 418120	Edith G. Carter	09/22/1988	09/26/1988
CN 418123	Edith G. Carter	09/22/1988	09/26/1988
CN 418094	John M. Sterling, Jr.	09/22/1988	09/26/1988
CN 418130	Richard Kelly	09/22/1988	09/26/1988
CN 418134	Howard W. Moore	09/22/1988	09/26/1988
CN 418082	John A. Mariscotti	10/27/1988	10/28/1988
CN 418096	Francis M. Hipp	10/27/1988	10/28/1988

Total Managed: 9
Total Cars in Closing: 44

RLS/rfg



NRUC CORPORATION

INTEROFFICE MEMO

TO William W. Kehl, Esq.
 FROM Robert L. Shiner, Jr. *RLS*
 SUBJECT: CN Delivery - December 6, 1988.

DATE December 5, 1988

The following cars are anticipated to be included in the December 6, 1988 Closing.

<u>NRUC Owned Cars:</u>	<u>Date Accepted</u>	<u>Date Shipped</u>	<u>Total Cars</u>
CN 418349	12/2/1988	12/6/1988	
CN 418350	12/2/1988	12/6/1988	
CN 418351	12/2/1988	12/6/1988	
CN 418353	12/2/1988	12/6/1988	
CN 418355	12/2/1988	12/6/1988	
CN 418356	12/2/1988	12/6/1988	
CN 418357	12/2/1988	12/6/1988	
CN 418361	12/2/1988	12/6/1988	
CN 418362	12/2/1988	12/6/1988	
CN 418363	12/2/1988	12/6/1988	
CN 418364	12/2/1988	12/6/1988	
CN 418365	12/2/1988	12/6/1988	
CN 418366	12/2/1988	12/6/1988	
CN 418372	12/2/1988	12/6/1988	14

Managed Cars:

<u>Car Number</u>	<u>Owner</u>	<u>Date Accepted</u>	<u>Date Shipped</u>
CN 418079	William W. Kehl	12/2/1988	12/6/1988
CN 418083	John A. Mariscotti	12/2/1988	12/6/1988
CN 418084	John A. Mariscotti	12/2/1988	12/6/1988
CN 418086	John A. Mariscotti	12/2/1988	12/6/1988
CN 418093	David L. Freeman	12/2/1988	12/6/1988
CN 418100	J.B. Stephens	12/2/1988	12/6/1988
CN 418102	J.B. Stephens	12/2/1988	12/6/1988
CN 418127	Edith Carter	12/2/1988	12/6/1988

Total Managed Cars: 8
 Total Cars in Closing: 22

RLS/rfg

cc: J. Mariscotti



NRUC
CORPORATION

INTEROFFICE
MEMO

TO: Mr. William W. Kehl, Esq.

FROM: Mr. Robert L. Shiner, Jr.

RE: CN Delivery January 3, 1989 - Inspection December 29, 1988.

DATE: December 29, 1988

The following cars have been inspected and Accepted for the next Closing Date.

<u>NRUC Owned Cars</u>	<u>Date Accepted</u>	<u>Date to be Shipped</u>
CN 418348	12/29/1988	01/03/1989
CN 418352	12/29/1988	01/03/1989
CN 418354	12/29/1988	01/03/1989
CN 418359	12/29/1988	01/03/1989
CN 418358	12/29/1988	01/03/1989
CN 418360	12/29/1988	01/03/1989
CN 418368	12/29/1988	01/03/1989
CN 418367	12/29/1988	01/03/1989
CN 418369	12/29/1988	01/03/1989
CN 418370	12/29/1988	01/03/1989
CN 418371	12/29/1988	01/03/1989
CN 418373	12/29/1988	01/03/1989
CN 418374	12/29/1988	01/03/1989
CN 418375	12/29/1988	01/03/1989
CN 418376	12/29/1988	01/03/1989
CN 418377	12/29/1988	01/03/1989
CN 418378	12/29/1988	01/03/1989
CN 418379	12/29/1988	01/03/1989
CN 418380	12/29/1988	01/03/1989

Total Owned Cars 19

Managed Cars:

<u>Car Number</u>	<u>Owner</u>	<u>Date Accepted</u>	<u>Date to be Shipped</u>
CN 418103	J.B. Stephens	12/29/1988	01/03/1989
CN 418129	Virginia Darmstadter	12/29/1988	01/03/1989

Total Managed Cars 2

Total Cars in Closing 21



NRUC
CORPORATION

**INTEROFFICE
MEMO**

TO: William W. Kehl, Esq. *[Handwritten signature]*
 FROM: John A. Mariscotti
 SUBJECT: CN Delivery - January 31, 1989 (REVISED)
 DATE: January 27, 1989

The following cars are anticipated to be included in the January 31, 1989 Closing.

<u>NRUC Owned Cars:</u>	<u>Date Accepted</u>	<u>Date Shipped</u>	<u>Total Cars</u>
CN 418381 - CN 418399 CN 418095, 418104, 418113 CN 418119	1/31/89	1/31/89	23

Managed Cars:

<u>Car Number</u>	<u>Owner</u>	<u>Date Accepted</u>	<u>Date Shipped</u>
CN 418132	J. Shoemaker	1/31/89	1/31/89
CN 418091	H. Park	1/31/89	1/31/89
CN 418116	C. Turnburke	1/31/89	1/31/89
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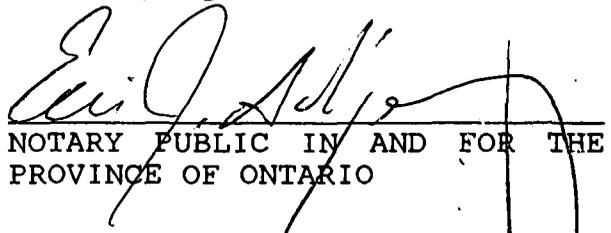
Total Managed Cars 12

Total Cars in Closing 35

cc: R. Shiner

PROVINCE OF ONTARIO, CANADA)
MUNICIPALITY OF) ss.
METROPOLITAN TORONTO)

On this 27th day of January, 1989, before me personally appeared Hong T. Lau to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of The Canada Life Assurance Company, that said instrument was signed on behalf of said Company 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 Company.


NOTARY PUBLIC IN AND FOR THE
PROVINCE OF ONTARIO

Notarial Seal

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) ss.

On this, the day of January, 1989, before me personally appeared John Mariscotti, to me personally known who, being duly sworn, says that he is the President of NRUC Corporation, that the seal affixed to the attached instrument is the seal of the said organization, that the said instrument was signed and sealed on behalf of the said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said organization.

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

[SEAL]

Barbara Ann Rastetter
NOTARY PUBLIC

BARBARA ANN RASTETTER
Notary Public, Phila., Phila. Co.
My Commission Expires April 14, 1990