

0100125002

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

312-558-1000

WRITER'S DIRECT LINE
(312) 750-8855

TELECOPIER
312-750-8600

SUSAN G. LICHTENFELD

February 24, 1994

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
908-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

VIA FEDERAL EXPRESS

RECORDATION NO. 18719 FILED 1425

FEB 28 1994 8 50 AM

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Room 2303

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original executed counterparts and one photostatic copy of the Notice of Railcar Management Agreement, dated February 23, 1994, by Rex Leasing, Inc., a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the Railcar Management Agreement are:

Manager: Rex Leasing, Inc.
55 Ferncroft Road
Suite 110
Danvers, MA 01923

Owner: Beverly von Weise Ramage
3115 Gulf Shore Blvd. North
Apt. 706
Naples, FL 33940

02/24/94
RHCH27:SLICHTE
51002-1.LTR

LICENSING BRANCH

FEB 28 8 45 AM '94

RECEIVED
OFFICE OF THE
SECRETARY

Sidney L. Strickland, Jr.
Interstate Commerce Commission
February 24, 1994
Page 2

A description of the railcars covered by the enclosed document is set forth on Schedule A to the Notice of Railcar Management Agreement.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped original counterpart and the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Notice of Railcar Management Agreement dated February 23, 1994, by Rex Leasing, Inc.

Very truly yours,


Susan G. Lichtenfeld

SGL:ed
w/encl.

cc: William D. Evans
Robert W. Kleinman

Interstate Commerce Commission
Washington, D.C. 20423

3/7/94

OFFICE OF THE SECRETARY

Susan G .Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 2/28/94 at 8:50am , and assigned
recordation number(s). 18719

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

REGISTRATION NO. 1871A FILED 1425
FEB 28 1994-9 50 AM
INTERSTATE COMMERCE COMMISSION

NOTICE OF RAILCAR MANAGEMENT AGREEMENT

YOU ARE HEREBY NOTIFIED THAT the railcars identified on Schedule A attached hereto (the "Railcars" and individually a "Railcar") are subject to the Management Agreement dated October 23, 1980 between REX LEASING, INC. and the Owner identified below (the "Management Agreement").

Pursuant to Section 9(c) of the Management Agreement, REX LEASING, INC. has the right of first refusal to purchase any Railcar being offered for sale by the Owner.

NAME AND ADDRESS OF PARTIES TO THE MANAGEMENT AGREEMENT:

REX: REX LEASING, INC.
55 Ferncroft Road
Suite 110
Danvers, Massachusetts 01923

OWNER: Beverly von Weise Ramage
3115 Gulf Shore Blvd. North, #706
Naples, Florida 33940

SUBMITTED BY REX LEASING, INC. this 23rd day of February, 1994.

REX LEASING, INC.

By William D. Gross

Its Chairman

SCHEDULE A

4 COVERED HOPPER RAILCARS

CNW 182760
CNW 182761
CNW 182911
CNW 460117

FLORIDA
STATE OF MASSACHUSETTS)
COUNTY OF BROWARD) SS

On this 23 day of February, 1994, before me personally appeared William D. Evans, to me personally known, who, being by me duly sworn, says that he is the Chairman of Rex Leasing, Inc., and that the foregoing Notice of Railcar Management Agreement was signed on behalf of said corporation by authority of its Board of Directors. Further he acknowledged that the execution of the foregoing Notice of Railcar Management Agreement was the free act and deed of said corporation.

Clotilde Morales

Notary Public

[Notary Seal]

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: Jan. 29, 1995
BONDED THRU NOTARY PUBLIC UNDERWRITER