

WILMER, CUTLER & PICKERING

2445 M STREET, N. W.  
WASHINGTON, D. C. 20037-1420

TELEPHONE (202) 663-6000  
FACSIMILE (202) 293-0074  
293-5929, 429-4930, 429-9893  
TELEX 440239 WCPI UI,  
892402 WICRNG WSH  
ABA NET ABA1354  
SOURCE WCP001

EUROPEAN OFFICE  
4 CARLTON GARDENS  
PALL MALL  
LONDON SW1Y 5AA, ENGLAND  
TELEPHONE 011 (441) 839-4466  
FACSIMILE 011 (441) 839-3537  
TELEX 8813918 WCP LDN

ALLEN H. HARRISON, JR.  
DIRECT LINE (202)  
663-6093

RECORDATION NO. 10325-D  
FILED 1425

JAN 2 1990 1:10 PM

INTERSTATE COMMERCE COMMISSION

January 2, 1990

Dear Ms. McGee:

0-002A059

\$15.00 filing fee

On behalf of NROC Corporation, formerly National Railway Utilization Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three (3) executed counterparts of a secondary document, not previously recorded, entitled Full Termination ("Termination"), dated as of September 29, 1989.

The parties to the enclosed Termination are:

NROC Corporation, formerly National Railway Utilization Corporation - Manager  
100 North 20th Street  
2nd Floor  
Philadelphia, Pennsylvania 19103

Edward S. Gordon Company, Incorporated - Owner  
200 Park Avenue  
New York, New York 10166

The said Termination acts to terminate and release all interest in and under that certain Management Agreement, as amended, and to fully release and discharge all collateral described therein. The said Management Agreement was recorded with the Interstate Commerce Commission ("ICC") May 1, 1979 under Recordation No. 10325 and the said Termination should be recorded under the next available letter designation under Recordation No. 10325 which we believe will be 10325-D.

A short summary of the document to appear in the ICC Index is as follows:

"Full Termination"

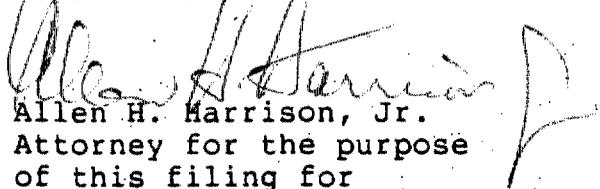
Enclosed is a check in the amount of fifteen dollars (\$15) in payment of the filing fee.

*Counterparts -  
Rachid Dikhal*

*this one  
should be  
10325-D*

Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



Allen H. Harrison, Jr.  
Attorney for the purpose  
of this filing for  
NRUC Corporation, formerly  
National Railway Utilization  
Corporation

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Enclosures

AHH/iw

# Interstate Commerce Commission

Washington, D.C. 20423

1/2/90

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
Wilmer, Cutler & Pickering  
2445 M. Street, N. W.  
Washington, D. C. 20037-1420

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 1/2/90 at 1:10PM, and assigned recordation number(s).

10325-D

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 10325-D FILED IN

JAN 2 1990 - 1 10 PM  
INTERSTATE COMMERCE COMMISSION

FULL TERMINATION

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Edward S. Gordon Company, Incorporated ("Company") and National Railway Utilization Corporation ("NRUC") entered into a Management Agreement ("Agreement") dated as of April 27, 1979, whereby Company retained NRUC to manage certain designated boxcars in accordance with the terms of the Agreement, and

WHEREAS, the Agreement was filed and recorded with the Interstate Commerce Commission on May 1, 1979 under Recordation No. 10325, and

WHEREAS, the duties and obligations under the Agreement have been satisfied and discharged;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Company and NRUC do hereby terminate, release and discharge in toto the Agreement.

IN WITNESS WHEREOF, Company and NRUC have duly executed this Full Termination as of September 29, 1989.

*NRUC CORPORATION,*  
*Formerly*  
National Railway Utilization Corporation

Edward S. Gordon Company, Incorporated

By Robert J. Skinner, Jr.  
Title Vice President  
Date Signed 11/1/89

By [Signature]  
Title Director  
Date Signed 12-12-89

STATE OF Pennsylvania )  
COUNTY OF Philadelphia ) SS:

On this 1st day of November, 1989 before me personally appeared Robert L. Shiner, Jr., to me personally known, who being by me duly sworn, says that he/she is the Vice-President of National Railway Utilization Corporation, that the foregoing instrument was signed on behalf of said National Railway Utilization Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said National Railway Utilization Corporation.

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

[SEAL]

Anne Skalamera  
Notary Public

My Commission expires:

NOTARIAL SEAL  
ANNE SKALAMERA, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires Aug. 30, 1993

Sworn to and subscribed before me  
this 1st day of NOV, 1989

STATE OF New York )  
COUNTY OF New York ) ss:

On this 14th day of December, 1989 before me personally appeared David Wolf, to me personally known, who being by me duly sworn, says that he/she is the Director of Edward S. Gordon Company, Incorporated, that the foregoing instrument was signed on behalf of said Edward S. Gordon Company, Incorporated by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Edward S. Gordon Company, Incorporated.

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

[SEAL]

Joanne Casolaro  
Notary Public

My Commission expires:

**JOANNE CASOLARO**  
Notary Public, State of New York  
No. 24-4817160  
Qualified in Kings County  
Commission Expires 5/31/91