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PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

RECORDATION NO. 10072 Filed 1425

FEB 5 1979 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

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CARY H. HALL, JR.  
CARL F. MULLER

No. 10072  
Date FEB 2 1979  
Fee \$ 60.00  
RECORDATION NO. 10072 Filed 1425

FEB 5 1979 - 10 15 AM  
February 1, 1979

INTERSTATE COMMERCE COMMISSION  
ICC Washington, D. C.

Mrs. Lee  
Interstate Commerce Commission  
Constitution Avenue at 12th St. N.W.  
Room 1227  
Washington, D. C. 20023

Re: Management Agreement between National  
Railway Utilization Corporation and  
Edith Carter dated December 29, 1978

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate Commerce  
Act the following documents:

1. Three originals of Management Agreement dated  
as of December 29, 1978 between National Railway  
Utilization Corporation and Edith Carter;
2. Five originals of Certificate of Acceptance dated  
December 29, 1978 for inclusion of ten (10) railroad  
boxcars numbered NSL 151303 - NSL 151312.

The address of National Railway Utilization Corporation is 1100 Centre  
Square East, 1500 Market Street, Philadelphia, Pa. 19102. The address  
of Edith Carter is c/o Mr. Martin Ogintz, 795 Adams Street, Baldwin,  
New York 11510.

I enclose two checks, one in the amount of \$10.00 as the cost for filing  
the Certificate of Acceptance, and one in the amount of \$50.00 as the  
cost for filing the Management Agreement, both payable to the Interstate  
Commerce Commission.

I also enclose three executed originals of the Management Agreement  
and five executed originals of the Certificate of Acceptance. Please  
place one of each on file with your office, stamp the remaining  
documents and return them to me at the address on this letterhead.

Sincerely,

*Carl F. Muller*  
Carl F. Muller

CFM:bjm  
encs.

*Vertical handwritten notes on the left margin:*  
O. Carter  
Muller  
Jacks

CERTIFICATE OF ACCEPTANCE

RECORDATION NO. 10072-A Filed 1425

FEB 5 1979 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

To: Edith G. Carter  
c/o Martin Ogintz  
795 Adams Street  
Baldwin, New York 11510

The undersigned, being a duly authorized inspector for National Railway Utilization Corporation ("NRUC") as managing agent under a Management Agreement (the "Management Agreement") between the addressee and NRUC dated as of December 29, 1978, hereby certifies that he has made an inspection of ten (10) boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 151303 - NSL 151312

Such Boxcars are 70 ton 50'6", rigid underframe, single sheath class XM boxcars and the above numbers and marks have been registered by NRUC (or a railroad controlled by NRUC) with the Association of American Railroads.

The undersigned has fully and finally accepted such Boxcars on behalf of the addressee as Owner and NRUC as managing agent, and has found that each of such Boxcars is plainly marked in stencil on both sides with the words:

"Ownership subject to a Security Agreement filed under the Interstate Commerce Act 20(c)".

in readily visible letters not less than one inch (1") in height; and that each of such Boxcars conforms to and fully complies with the terms of the Management Agreement and is in condition satisfactory to NRUC. Immediately upon execution hereof by NRUC, the Boxcars shall be managed by NRUC, as Managing Agent for Owner, pursuant to the Management Agreement.

The undersigned further represents and warrants on behalf of NRUC that:

1. The Boxcars have been manufactured in accordance with specifications approved by NRUC and meet all standards required of boxcars of similar class by the Interstate Commerce Commission, the Department of Transportation and the Association of American Railroads.
2. The Boxcars bear the markings of a railroad owned or controlled by NRUC being the St. Lawrence Railroad.
3. The Boxcars will be first placed in service (within the meaning of Treasury Regulation 1.167(a)-11(e)(1)) on the date hereof immediately after acceptance thereof.

4. The original use of the Boxcars (within the meaning of Treasury Regulation 1.167(c)-1(a)(2)) shall commence with the addressee after acceptance thereof.

5. The Boxcars have been lettered with proper railroad markings and the name and/or other insignia used by such railroad.

6. The Boxcars are new property (as that term is used in Treasury Regulation 1.48-2(a)).

NATIONAL RAILWAY UTILIZATION  
CORPORATION

By: 

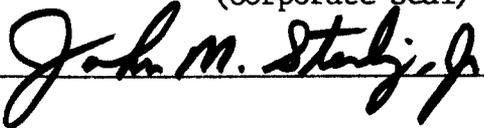
Date: December 29, 1978

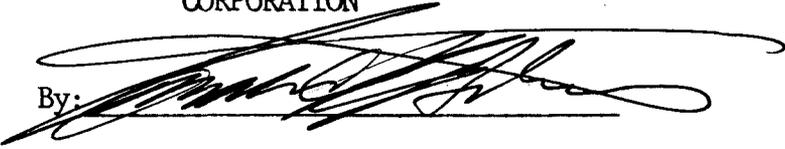
The foregoing Certificate of Acceptance is hereby confirmed and acknowledged as the act and deed of National Railway Utilization Corporation as of the date thereof.

ATTEST:

NATIONAL RAILWAY UTILIZATION  
CORPORATION

(Corporate Seal)



By: 

Title: Secretary

Title: Vice President

Date: December 29, 1978

STATE OF SOUTH CAROLINA )  
  )ss:  
COUNTY OF GREENVILLE )

On this 29th day of December, 1978, before me personally appeared Ronald K. Gooding, to me personally known, who, being by me duly sworn, says that he is the Vice-President of NATIONAL RAILWAY UTILIZATION CORPORATION, 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 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.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

My Commission expires:

10/19/80

*James L. Paine*  
Notary Public