



JOHN MARISCOTTI
EXECUTIVE VICE PRESIDENT

NATIONAL RAILWAY UTILIZATION CORP.
860 Suburban Station / 1617 John F. Kennedy Blvd., Phila., Pa. 19103 / (215) 569-2220

RECORDATION NO. 8649 Filed & Recorded

March 23, 1978

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MAR 27 1978 - 3 15 PM

RECEIVED
MAR 27 3 08 PM '78
CERTIFICATION UNIT

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8649 C Filed & Recorded

Interstate Commerce Commission
12th and Constitutional Avenue, N.W.
Washington, D. C. 20423

MAR 27 1978 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Lee, Room 1227

Gentlemen:

Pursuant to the provisions of Section 20c of the Interstate Commerce Act, as amended, and the regulations of the Interstate Commerce Commission promulgated thereunder, we are transmitting for filing and recording originals or executed counterparts of the following documents:

1. Amendment dated as of March 17, 1978 to a Conditional Sale Agreement dated as of December 29, 1976, between Whittaker Corporation (Berwick Forge & Fabricating Division), Vendor, Pickens Railroad Company, Vendee, and National Railway Utilization Corporation, Guarantor.
2. Amendment dated as of March 17, 1978 to an Agreement and Assignment dated as of December 29, 1976, by Whittaker Corporation (Berwick Forge & Fabricating Division), Assignor, to Sun Life Insurance Company of America, Assignee, together with acknowledgement by Pickens Railroad Company and National Railway Utilization Corporation.

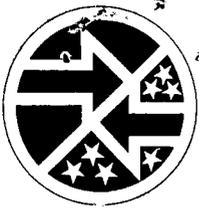
The names and addresses of the parties to the transaction are listed below under the titles of the documents to which they are parties:

AMENDMENT TO THE CONDITIONAL SALE AGREEMENT:

Sun Life Insurance Company of America (Assignee)
Sun Life Building
20 South Charles Street
Baltimore, Maryland 21201

8649 A 342
Date MAR 27 1978
Fee \$ 50

ICC Washington, D. C.



Interstate Commerce Commission
March 23, 1978
Page Two

Pickens Railroad Company (Vendee)
402 Cedar Rock Street
Pickens, South Carolina 29671

National Railway Utilization Corporation (Guarantor)
860 Suburban Station
1617 John F. Kennedy Boulevard
Philadelphia, Pennsylvania 19103

AMENDMENT TO THE AGREEMENT AND ASSIGNMENT OF CONDITIONAL
SALE AGREEMENT

Sun Life Insurance Company of America (Assignee)
Sun Life Building
20 South Charles Street
Baltimore, Maryland 21201

Acknowledging:

Pickens Railroad Company
402 Cedar Rock Street
Pickens, South Carolina 29671

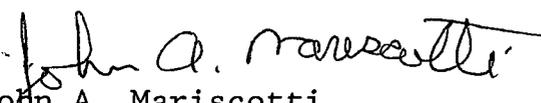
National Railway Utilization Corporation
860 Suburban Station
1617 John F. Kennedy Boulevard
Philadelphia, Pennsylvania 19103

The Conditional Sale Agreement and the Agreement and Assignment that have been amended were filed on January 6, 1977 with the Interstate Commerce Commission. They are numbered 8649 and 8649-A, respectively.

The Amendment to the Conditional Sale Agreement and the Amendment to the Agreement and Assignment have not heretofore been recorded with the Interstate Commerce Commission. Please accept for recordation two counterparts of each document, stamp the originals, return them with your fee receipt and letter confirming receipt to Carl F. Muller, P. O. Box 10207, Greenville, South Carolina 29603..

The necessary filing and recordation fees for these documents are submitted herewith.

Very truly yours,


John A. Mariscotti
Executive Vice President

JAM:ebw

Enclosures

MAR 27 1978 -3 15 PM

~~INTRA~~STATE COMMERCE COMMISSION
AMENDMENT dated as of March 17, 1978 to a Conditional

Sale Agreement dated as of December 29, 1976 among Whittaker Corporation (Berwick Forge and Fabricating Division) (the "Vendor"), Pickens Railroad Company (the "Vendee") and National Railway Utilization Corporation (the "Guarantor").

WHEREAS, the aforementioned parties have entered into the aforementioned Conditional Sale Agreement concerning the sale of certain railroad boxcars (the "boxcars"); and

WHEREAS, the Vendor by an Agreement and Assignment dated December 29, 1976 has assigned to Sun Life Insurance Company of America (the "Assignee") certain of its interests in the Conditional Sale Agreement and the boxcars; and

WHEREAS, the Vendee, the Guarantor and the Assignee desire to change the identifying numbers of all of the boxcars;

NOW, THEREFORE, in consideration of the mutual promises and agreements, the Vendee, the Guarantor and the Assignee do hereby amend the Conditional Sale Agreement by deleting in its entirety Exhibit A of the Conditional Sale Agreement and substituting in its place the following page:

Exhibit A

to

Conditional Sale Agreement (as Amended

March 17, 1978)

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Boxcar Road Numbers (Both Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Estimated Time and Place of Delivery</u>
70 ton 50'6" Class XM boxcars	70 ton, 50'6" single sheaved boxcars with outside posts, 10'0" slidding doors, rigid undergrame, Class XM, as further described in Builder's Specifications for Vendee, Lot 34100, dated November 17, 1976	50	NSL150000 through NSL150049	\$ 30,995	\$1,549,750	December 30, 1976 at Renovo, Pennsylvania

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

ATTEST:

John M. Sterling, Jr.

PICKENS RAILROAD COMPANY
BY: *John M. Sterling, Jr.*
Its Secretary - Vice President

John M. Sterling, Jr.

NATIONAL RAILWAY UTILIZATION CORPORATION
BY: *John M. Sterling, Jr.*
Its Secretary - Vice President

David A. Leonard

SUN LIFE INSURANCE COMPANY OF AMERICA
BY: *Eugene Stanton*
Its 2nd Vice President

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

On this 17th day of March, 1978, before me personally appeared Ronald K. Gooding, to me personally known, who, being by me duly sworn, says that he is Vice President of Pickens Railroad Company; that one of the seals 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.

Edmund B. Wood
Notary Public

(Notarial Seal)

My Commission Expires: 5/6/81

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

On this 17th day of March, 1978, before me personally appeared Ronald K. Gooding, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation; that one of the seals 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.

Edmund B. Wood
Notary Public

(Notarial Seal)

My Commission Expires: 5/6/81

STATE OF Maryland)
City
COUNTY OF Baltimore)

On this 20th day of March, 1978, before me personally appeared Eugene J. Stanton, to me personally known, who, being by me duly sworn, says that he is 2nd Vice President of Sun Life Insurance Company of America; that one of the seals 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.

Celeste R. Dixon

Notary Public

CELESTE R. DIXON

(Notarial Seal)

My Commission Expires: July 1, 1978