



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 Filed & Recorded

Interstate Commerce Commission
12th and Constitutional Avenue, N.W. MAR 27 1978 - 3 15 PM
Washington, D. C. 20423

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

8-086A342
Date MAR 27 1978
Fee \$

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

Interstate Commerce Commission
Washington, D.C. 20423

3/27/78

OFFICE OF THE SECRETARY

John Mariscotti
National RYW. Utilization Corp.1
860 Suburban Station
Phila. Pa. 19103

Dear

Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on

at

3/27/78

3: 15pm

and assigned recordation number(s)

8649-C & 8649-D
Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

MAR 27 1978 -3 15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT, dated as of March 17, 1978 to an Agreement and Assignment dated as of December 29, 1976 between Whittaker Corporation (Berwick Forge and Fabricating Division) (the "Builder") and Sun Life Insurance Company of America (the "Assignee").

WHEREAS, the Assignee under the Agreement and Assignment acquired rights of the Builder to a Conditional Sale Agreement dated as of December 29, 1976 and to certain railroad boxcars thereunder (the "boxcars"); and

WHEREAS, the identifying numbers of all the boxcars have been changed through an Amendment dated as of March 17, 1978 to the Conditional Sale Agreement; and

WHEREAS, the parties hereto desire to conform the Agreement and Assignment to the Conditional Sale Agreement as amended;

NOW, THEREFORE, in consideration of the mutual promises and agreements, the parties hereto do hereby amend the Agreement and Assignment by deleting in its entirety Exhibit A of the Agreement and Assignment and substituting in its place the following page:

Exhibit A

<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 underframe, Class XM, as further described in Builder's Specifications for Vendee, Lot 34100, dated November 17, 1976	50	NSL 150000 through NSL 150049	\$30,995	\$1,549,750	December 30, 1976 at Renovo, Pennsylvania

STATE OF Maryland)
Ch.
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

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.



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.



Notary Public

(Notarial Seal)

My Commission Expires: 5/6/81

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

ATTEST:

David A. Leonard

SUN LIFE INSURANCE COMPANY OF AMERICA

BY: Eugene J. Stanton

Its: 2nd Vice President

ACKNOWLEDGING:
PICKENS RAILROAD COMPANY

John M. Stuliz Jr.

BY: ~~John M. Stuliz Jr.~~

Its: Secretary

ACKNOWLEDGING:
NATIONAL RAILWAY UTILIZATION CORPORATION

John M. Stuliz Jr.

BY: ~~John M. Stuliz Jr.~~

Its: Secretary