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JOHN MARISCOTTI  
EXECUTIVE VICE PRESIDENT

**NATIONAL RAILWAY UTILIZATION CORP.**

860 Suburban Station / 1817 John F. Kennedy Blvd., Phila., Pa. 19103 / (215) 569-2220

RECEIVED  
MAY 22 3 26 PM '78

RECORDATION NO. 8183-A Filed & Recorded

RECORDATION NO. 7754-F Filed & Recorded

MAY 22 1978 - 3 00 PM

RECORDATION NO. 8183-B I.C.C. FILE OPERATION BR. MAY 22 1978 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

MAY 22 1978 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

May 22, 1978

INTERSTATE COMMERCE COMMISSION

S-1021210

Interstate Commerce Commission  
Att: Mrs. Lee, Rm. 1227  
12th & Constitution Avenues, N. W.  
Washington, DC 20432

MAY 22 1978  
Date  
Poc 50.00

RECORDATION NO. 7754-F Filed & Recorded

MAY 22 1978 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

To whom it may concern:

It is hereby respectfully requested that the following documents be recorded pursuant to the provisions of Section 20-c of the Interstate Commerce Act:

1. Second Amendment dated as of August 15, 1977 to Lease of Railroad Equipment dated as of November 22, 1974 and filed with the Interstate Commerce Commission on December 27, 1974 under recordation #7754-A:

Lessor: Westport Bank and Trust Company  
87 East State Street  
Westport, Connecticut 06880

RECORDATION NO. 7754-B Filed & Recorded

MAY 22 1978 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

Lessee: Pickens Railroad Company  
P. O. Box 216  
Pickens, SC 29671

2. Assignment dated as of August 15, 1977 to Chattel Mortgage dated as of November 22, 1974 recorded with the Interstate Commerce Commission on December 27, 1974 bearing recordation #7754:

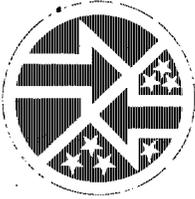
Assignor: First Pennsylvania Bank N. A.  
1500 Chestnut Street  
Philadelphia, PA 19101

Assignee: Dollar Savings Bank  
4th & Smithfield  
Pittsburgh, PA 15230

3. Assignment dated as of August 15, 1977 to assignment of Lease and Agreement dated as of November 22, 1974 recorded with the Interstate Commerce Commission on December 27, 1974 under recordation #7754-B:

Continued...

*C. Campbell*  
*Mark Lloyd*



Interstate Commerce Commission  
page 2  
May 22, 1978

Assignor: First Pennsylvania Bank N. A.  
(Address as listed on page 1)

Assignee: Dollar Savings Bank  
(Address as listed on page 1)

General description of equipment items one through three:

50 box cars (50' 6" 70 ton) bearing road  
numbers 54000 through 54049, both inclusive

4. Assignment dated as of August 15, 1977 of Chattel Mortgage dated as of December 30, 1975 recorded with the Interstate Commerce Commission on August 15, 1976 under recordation #8138 involving 2 (two) 50' 6" 70 ton box cars bearing road numbers 54050-54051:

Assignor: First Pennsylvania Bank N. A.  
(Address as listed on page 1)

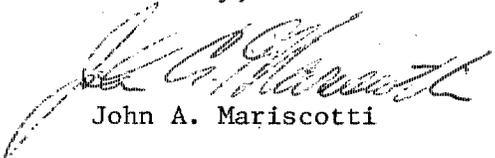
Assignee: Dollar Savings Bank  
(Address as listed on page 1)

5. Assignment dated as of August 15, 1977 to Chattel Mortgage dated as of May 3, 1976 recorded with the Interstate Commerce Commission on July 21, 1976 under recordation #8183-A covering 3 (three) 50' 6" 70 ton box cars bearing road numbers 54052 through 54054:

Assignor: First Pennsylvania Bank N. A.  
(Address as listed on page 1)

Assignee: Dollar Savings Bank  
(Address as listed on page 1)

Sincerely,

  
John A. Mariscotti

JAM:tw  
Enclosures

**Interstate Commerce Commission**

Washington, D.C. 20423

5/22/78

OFFICE OF THE SECRETARY

**John Mariscotti  
National RYW. Utilization Corp.  
1100 Center Square  
1500 Market Street  
Phila, Pa. 19102**

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 **5/22/78** at **3:30pm**

and assigned recordation number(s)

**7754-E, 7754-F, 7754-G, 8183-A  
8183-B**

Sincerely yours,

  
H.G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

EXHIBIT F

RECORDATION NO. 8183-A Filed & Recorded

MAY 22 1978 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF CHATTEL MORTGAGE

ASSIGNMENT dated as of August 15, 1977, of Chattel Mortgage dated as of May 3, 1976, recorded with the Interstate Commerce Commission on July 21, 1976, bearing Recordation Number 8183-A by First Pennsylvania Bank N.A. (hereinafter called Assignor) to Dollar Savings Bank (hereinafter called Assignee).

Assignor is presently the holder of that certain Non-Recourse Secured Note (the Note) in the original principal amount of \$822,025 issued by The Westport Bank and Trust Company (Westport) to Assignor. As security for the Note, Westport has executed and delivered to Assignor by Assignment of Lease and Agreement dated as of November 22, 1974, all its rights under that certain Lease of Railroad Equipment dated as of November 22, 1974 between Westport, as Lessor, and Pickens Railroad Company (Pickens), as Lessee. Thereafter, Pickens, in order to further secure its obligations under said Lease, executed and delivered to Assignor the aforesaid Chattel Mortgage. Assignor, simultaneously with the execution of this Assignment, has assigned the Note and the Assignment of Lease and Agreement to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged,

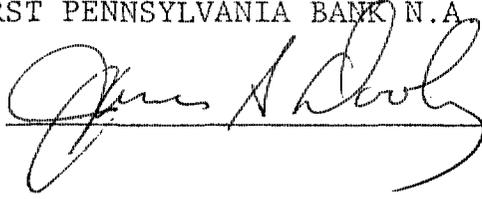
Assignor does hereby transfer, set over and assign to Assignee all its right, title and interest in and to the Chattel Mortgage dated as of May 3, 1976, to First Pennsylvania Bank N.A.

recorded with the Interstate Commerce Commission on July 21, 1976,  
bearing Recordation Number 8183-A.

IN WITNESS WHEREOF, this Assignment has been duly executed  
as of the date first above written.

FIRST PENNSYLVANIA BANK N.A.

(CORPORATE SEAL)

BY: 

ATTEST:

William C. Wagner

COMMONWEALTH OF PENNSYLVANIA )

COUNTY OF Philadelphia )

On this 10<sup>th</sup> day of April, 1977<sup>8</sup>, before me personally appeared James M. Dooly, to me personally known, who being by me duly sworn, says that he is a Series Leasing Officer of FIRST PENNSYLVANIA BANK N.A., 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.

Mary J. Moskalik  
Notary Public

My Commission Expires: \_\_\_\_\_

MARY J. MOSKALIK  
Notary Public, Philadelphia, Philadelphia Co.,  
My Commission Expires April 17, 1978