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202-862-7500

2049 CENTURY PARK EAST
LOS ANGELES, CA. 90067
213-879-0904

RECORDATION NO. 9672-2 Filed 1425

OCT 16 1978 10 00 AM October 13, 1978

INTERSTATE COMMERCE COMMISSION

No. _____
Date OCT 16 1978
Fee \$ 20

H. Gordon Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 9672-2 Filed 1425 ICC WASH DC

OCT 16 1978 10 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Homme:

I am sending herewith for filing in your office pursuant to Section 20c of the Interstate Commerce Act, six counterparts of each of the following:

- (a) Second amendment to Security Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and Girard Bank covering 25 new boxcars for use in Interstate Commerce;
- (b) Second amendment to Lease and Management Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and National Railway Utilization Corporation to which the boxcars are leased.

There is also enclosed a check in the amount of \$10 for the recordation fees. The names and addressees of the parties to the transaction are as follows:

Secured Party: Girard Bank, as Agent
3 Girard Plaza
Philadelphia, PA 19101

Purchaser and Lessor: Funding Systems Railcars, Inc.
c/o Funding Systems Corporation
Suite 401
100 RIDC Plaza
Pittsburgh, PA 15238

OPERATION BR. I.C.C.

OCT 16 10 27 AM '78

RECEIVED

David Fitzgerald
James A. Ounsworth

H. Gordon Homme, Jr.
October 13, 1978
Page 2

Lessee: National Railway Utilization
Corporation
100 Centre Square East
1500 Market Street
Philadelphia, PA 19102

The equipment covered by the agreements consist of 6 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers NSL 156022-156027, inclusive; 19 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers PT 201072-201090, inclusive, and marked "Leased from a corporation and subject to a security interest recorded with the ICC."

Kindly return to the bearer five counterparts of each of the documents.

Very truly yours,

James A. Ounsworth
James A. Ounsworth *s/mlm*

JAO/mlm
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/16/ 78

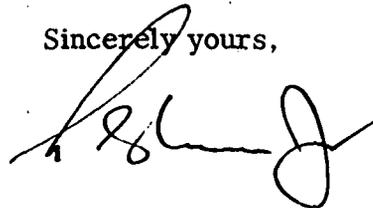
OFFICE OF THE SECRETARY

James A Ounsworth
Pepper, Hamilton & Scheetz
123 South Broad Street
Phila. Pa. 19109

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 10/16/78 at 10:30am
and assigned recordation number(s) 9672-D & 9672-E

Sincerely yours,



H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

SECOND AMENDMENT TO LEASE AND MANAGEMENT AGREEMENT 78 19 30 AM

INTERSTATE COMMERCE COMMISSION

This Second Amendment is made and entered into as of the 1st day of September, 1978 among Funding Systems Railcars, Inc. ("Lessor") National Railway Utilization Corporation ("Lessee") and Girard Bank, as assignee of Lessor ("Girard")

WHEREAS, Lessor and Lessee entered into a certain Lease and Management Agreement dated as of September 1, 1978 and recorded with the Interstate Commerce Commission on September 15, 1978 as Document No. 9672 (the "Lease Agreement");

WHEREAS, the Lease Agreement was subsequently amended by a certain First Amendment to Lease and Management Agreement dated as of September 1, 1978 and recorded with the Interstate Commerce Commission on September 29, 1978 as Document No. 9672B; and

WHEREAS, Lessor assigned to Girard certain of its rights under the Lease Agreement and granted to Girard a security interest in the Lease Agreement pursuant to that certain Security Agreement dated as of September 1, 1978 between Lessor as debtor and Girard as secured party.

WHEREAS, the parties now desire to amend further the Lease Agreement as hereinafter provided.

NOW THEREFORE, in consideration of the mutual promises and covenants herein contained, and intending to be legally bound hereby, the parties agree as follows:

1. Schedule A to the Lease Agreement, which provides a three part description of the Equipment leased under the Lease Agreement as supplemented by Schedule A(1) pursuant to the First Amendment, is

herèby further supplemented to include additional Equipment as more particularly described in Schedule A(2), a copy of which is attached hereto and incorporated herein.

2. The terms "Equipment", "Items of Equipment", or an "Item of Equipment", as referenced on page 1 of the Lease Agreement shall hereafter include the Equipment described in said Schedule A(2) together with the Equipment described in Schedule A and Schedule A(1) to the Lease Agreement.

3. Except as otherwise provided herein, all of the other terms and conditions of the Lease Agreement, as amended by the First Amendment, shall remain in full force and effect.

WITNESS, the execution hereof as of the day and year first above written.

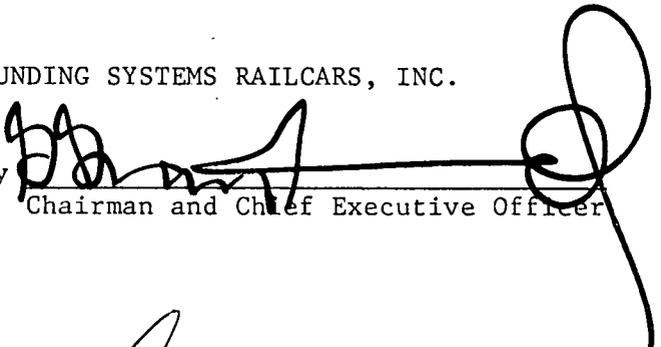
(Corporate Seal)

ATTEST:



FUNDING SYSTEMS RAILCARS, INC.

By


Chairman and Chief Executive Officer

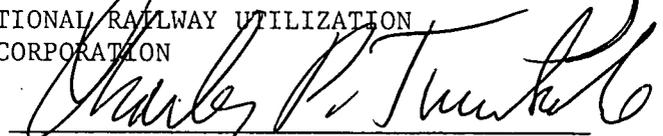
(Corporate Seal)

ATTEST:



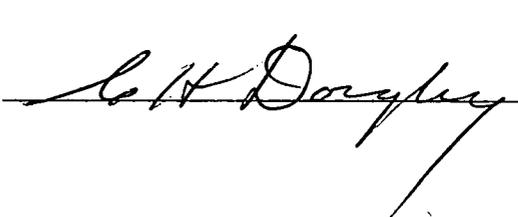
NATIONAL RAILWAY UTILIZATION CORPORATION

By



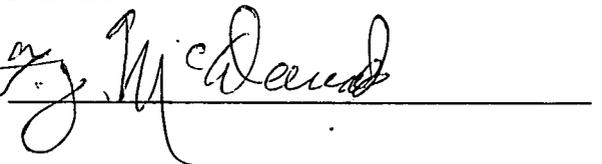
(Corporate Seal)

ATTEST:



GIRARD BANK

By



STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 11th day of October, 1978, before me personally appeared G. Gray Garland, Jr., to me personally known, who being by me duly sworn, says that he is a Chairman & Chief Executive Officer of Funding Systems Railcars, Inc., 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.

Patricia L. Hines
Notary Public

PATRICIA L. HINES, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 6, 1980
Member, Pennsylvania Association of Notaries

[NOTARIAL SEAL]

My Commission expires:

STATE OF Penna.)
) SS:
COUNTY OF Phila.)

On this 13th day of October, 1978, before me personally appeared Charles Spradski to me personally known, who being by me duly sworn, says that he is the 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.

Darlene Marquette
Notary Public

[NOTARIAL SEAL]

My Commission expires:

DARLENE MARQUETTE
Notary Public, Phila., Phila. Co.
My Commission Expires Sept. 13, 1982

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this 13th day of October, 1978, before me personally appeared F. JOSEPH McDONALD, to me personally known, who being by me duly sworn, says that he is a SENIOR VICE PRESIDENT of Girard Bank, 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.

Deane A. Bytter
Notary Public

[NOTARIAL SEAL]

My Commission expires: **AUGUST 31, 1981**

Builder - Rail Fleet Corporation

Schedule A(2)
Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	6	NSL 156022 NSL 156027	\$38,500.00	\$231,000.00	Greenville, South Carolina
TOTAL		6		TOTAL	\$231,000.00	

Builder - National Railway Utilization Corporation

Schedule A(2)
Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	19	PT 201072 PT 201090	\$38,500.00	\$731,500.00	Pickens, South Carolina
TOTAL		19			\$731,500.00	