

Dec 30 9 55 AM '77  
F.O.O.  
FEE 0.10

Oakington General Partnership  
7411 Riggs Road  
Hyattsville, Maryland 20783

RECORDATION NO. 9060-P Filed & Recorded  
December 29, 1977

RECORDATION NO. 9060-E Filed & Recorded

DEC 30 1977-10 23 AM

DEC 30 1977-10 05 AM

INTERSTATE COMMERCE COMMISSION  
7-364A030

INTERSTATE COMMERCE COMMISSION

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

SEARCHED  
INDEXED  
SERIALIZED  
FILED  
DEC 30 1977  
FBI - WASH DC

Dear Mr. Homme:

Pursuant to the provisions of Section 20 (c) of the Interstate Commerce Commission and the regulations of the Interstate Commerce Commission thereunder we are transmitting for filing or recording executed copies and original true and correct copies of the following documents:

1. Amendment to Lease and Management Agreement dated as of December 29, 1977, between National Railway Utilization Corporation, as lessee, and Oakington General Partnership, as lessor, and approved by Sun Life Insurance Company of America, as assignee.
2. First Amendment to Conditional Sale Agreement dated as of December 27, 1977, between Evans Transportation Company, as vendor, and Oakington General Partnership, as vendee, and additionally executed by National Railway Utilization Corporation, and approved by Sun Life Insurance Company of America, as assignee.

The above documents amend in certain respects, including certain of the car numbers assigned to the equipment described therein, the Lease and Management Agreement and Conditional Sale Agreement described in the letter to the Interstate Commerce Commission dated November 4, 1977 which is attached hereto as Exhibit A. All documents described in the November 4, 1977 letter were filed with the Interstate Commerce Commission on November 4, 1977, and were assigned recordation numbers 9060, 9060-A, 9060-B, 9060-C and 9060-D.

The name and address of the parties to the transaction are listed in the November 4 letter attached hereto as Exhibit A.

*Approved by R. Matthews*  
*C. D. [Signature]*

H. Gordon Homme, Jr.  
December 29, 1977  
Page Two

The two above identified amending documents have not been previously recorded with the Interstate Commerce Commission. Please accept for recordation two counterparts of each document, stamp the remaining counterparts with the appropriate recordation number and return them with your confirmed receipt by my delivering messenger. Please cross index each document with the documents filed on November 4, 1977 and described in Exhibit A.

A recordation fee in the amount of \$20.00 is enclosed herewith.

Very truly yours,



Thomas Shelton  
General Partner  
Oakington General Partnership

Oakington General Partnership  
7411 Riggs Road  
Hyattsville, Maryland

November 4, 1977

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

Dear Mr. Homme:

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 or recording executed counterparts or originals and true and correct copies of the following documents:

1. Lease and Management Agreement dated as of October 31, 1977, between National Railway Utilization Corporation, as lessee, and Oakington General Partnership, as lessor;
2. Conditional Sale Agreement dated as of October 31, 1977, between Evans Transportation Company, as vendor, and Oakington General Partnership, as vendee, and additionally executed by National Railway Utilization Corporation;
3. Agreement and Assignment of Conditional Sale Agreement dated as of October 31, 1977, between Evans Transportation Company, as assignor, and Sun Life Insurance Company of America, as assignee, together with an Acknowledgment by Oakington General Partnership;
4. Assignment of Lease and Management Agreement dated as of October 31, 1977, between Oakington General Partnership, as assignor, and Sun Life Insurance Company of America, as assignee, together with the Acknowledgment and Consent of National Railway Utilization Corporation;

H. Gordon Homme, Jr.  
Page Two  
November 4, 1977

5. Residual Interest Agreement dated as of October 31, 1977, between Oakington General Partnership, Sun Life Insurance Company of America and National Railway Utilization Corporation.

The names and addresses of the parties to the transaction are listed below under the title of the document to which they are parties.

LEASE AND MANAGEMENT AGREEMENT:

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

Oakington General Partnership  
7411 Riggs Road  
Hyattsville, Maryland

CONDITIONAL SALE AGREEMENT:

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

Oakington General Partnership  
7411 Riggs Road  
Hyattsville, Maryland

Evans Transportation Company  
2200 E. Devon Avenue  
Des Plaines, Illinois 60018

RESIDUAL INTEREST AGREEMENT:

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

Oakington General Partnership  
7411 Riggs Road  
Hyattsville, Maryland

H. Gordon Homme, Jr.  
Page Three  
November 4, 1977

Sun Life Insurance Company of America  
20 South Charles Street  
Baltimore, Maryland 21201

AGREEMENT AND ASSIGNMENT:

Evans Transportation Company  
2200 E. Devon Avenue  
Des Plaines, Illinois 60018

Sun Life Insurance Company of America  
20 South Charles Street  
Baltimore, Maryland 21201

ASSIGNMENT OF LEASE AND MANAGEMENT AGREEMENT:

Oakington General Partnership  
7411 Riggs Road  
Hyattsville, Maryland

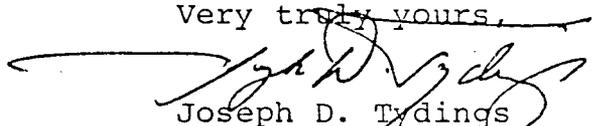
Sun Life Insurance Company of America  
20 South Charles Street  
Baltimore, Maryland 21201

A general description of the Equipment covered by the Lease and Management Agreement and the Conditional Sale Agreement is contained in Exhibit A to this letter.

The above identified documents have not been previously recorded with the Interstate Commerce Commission. Please accept for recordation two counterparts of each document, stamp the remaining counterparts with the appropriate recordation number and return them with your confirmed receipt by my delivering messenger. Please cross index document number two above under the name of National Railway Utilization Corporation.

The filing and recordation fees in the amount of \$170.00 are submitted herewith.

Very truly yours,

  
Joseph D. Tydings  
Managing Partner

Oakington General Partnership

mm  
Enclosure

Exhibit A  
to  
Conditional Sale Agreement

|                                       | <u>Builder's Specifications</u>  | <u>Quantity</u> | <u>Railroad Marking Numbers (Both Inclusive)</u> | <u>Unit Purchase Price (See Article 4)</u> | <u>Total Purchase Price</u> | <u>Total Conditional Sale Indebtedness</u> | <u>Estimated Time and Place of Delivery</u>                      |
|---------------------------------------|--|-----------------|--|--|-----------------------------|--|--|
| 77 ton,<br>50' 6" Class<br>N1 boxcars | 77 ton, 50' 6" rigid underframe, single sheaved boxcars, as further described in Builder's Specifications 77-70 (NO 1416), dated June 13, 1977, as revised October 4, 1977 | 100             | NSL 101000-101099                                | \$33,100                                   | \$3,310,000                 | \$3,435,000                                | October 31, 1977 through December 31, 1977, FOT Decatur, Georgia |

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/30/77

OFFICE OF THE SECRETARY

**Thomas Shelton**  
**Oakington General Partnership**  
**7411 Riggs Road**  
**Hyattsville, Maryland 20783**

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 **12/30/77** at **10:05am** and assigned recordation number(s) **9060-E & 9060-F**

Sincerely yours,

  
**H.G. Homme, Jr.**  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

FIRST AMENDMENT  
TO CONDITIONAL SALE AGREEMENT

RECORDATION NO. 9060-E Filed & Recorded  
DEC 30 1977-10 02 AM

INTERSTATE COMMERCE COMMISSION

First Amendment to Conditional Sale Agreement ("Amendment") dated as of December 27, 1977 among Evans Transportation Company ("ETC"), Oakington General Partnership ("Vendee"), National Railway Utilization Corporation ("NRUC") and Sun Life Insurance Company of America ("Assignee").

WHEREAS, ETC, Vendee and NRUC have heretofore entered into that certain Conditional Sale Agreement dated as of October 31, 1977 (the "Agreement") providing for the sale of 100 rail cars by ETC to Vendee; and

WHEREAS, certain of the rights of ETC under the Agreement were assigned to Assignee pursuant to that certain Agreement and Assignment ("Assignment") dated as of October 31, 1977 between ETC and Assignee; and

WHEREAS, the Agreement and Assignment were each recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Commission Act and the rules and regulations promulgated thereunder on November 4, 1977 as Recordation Nos. 9060A and 9060-B, respectively; and

SAZ  
SAD  
SAD

WHEREAS, ETC, Vendee and NRUC desire to amend Exhibit A to the Agreement to effect a substitution of rail cars for certain of the rail cars listed therein and to change the F.O.T. point with respect to the rail cars being so substituted, and the Assignee is agreeable thereto.

NOW, THEREFORE, in consideration of the premises and of the payment by each party hereto to the other of \$10.00 and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto hereby agree as follows:

1. The first WHEREAS clause of the Agreement is hereby amended by deleting in its entirety the phrase "through its Southern Iron & Equipment Company Division".

2. Exhibit A to the Agreement is hereby amended by deleting in its entirety from the column headed "Railroad Marking Numbers (Both Inclusive)" the car reporting marks NSL 101000-101099 and substituting therefor NSL 101000-101092, NSL 101095, NSL 101102, 101104-101107 and NSL 101109.

3. Exhibit A to the Amendment is further amended by adding immediately after the word "Georgia" under the column headed "Estimated Time and Place of Delivery", the phrase "and with respect to NSL 101102, 101104 to 101107 both inclusive and 101109, F.O.T., Blue Island, Illinois".

4. All the remaining terms and conditions of the Agreement remain in full force and effect, and the

Agreement, as hereby amended, is hereby ratified,  
confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have exe-  
cuted or caused this Amendment to be executed and sealed all  
as of the day and year first above written.

EVANS TRANSPORTATION COMPANY

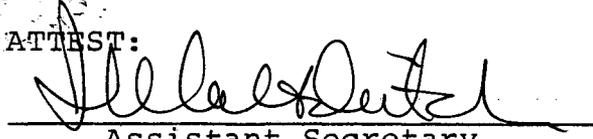
BY



Vice President

(S E A L)

ATTEST:



Assistant Secretary

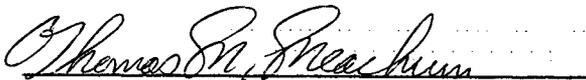
OAKINGTON GENERAL PARTNERSHIP

BY



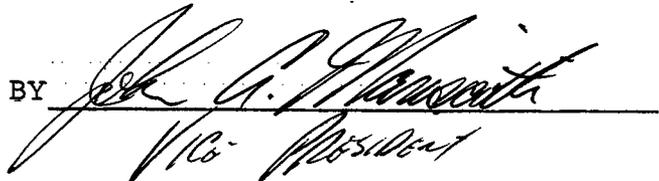
(SEAL)

WITNESS:



NATIONAL RAILWAY UTILIZATION  
CORPORATION

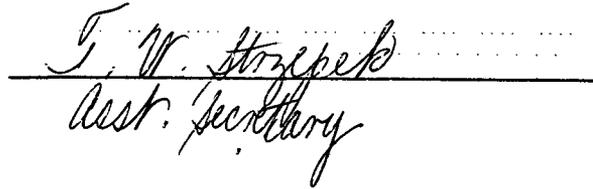
BY



Vice President

(S E A L)

ATTEST:



Asst. Secretary

APPROVED:

SUN LIFE INSURANCE COMPANY  
OF AMERICA

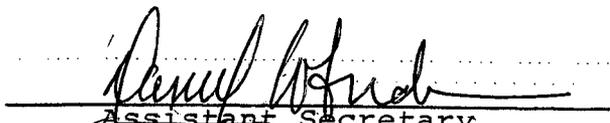
BY



Vice President

(S E A L)

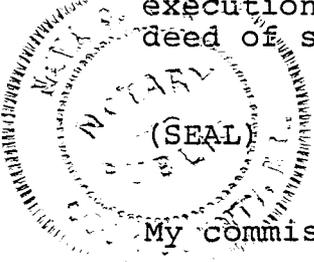
ATTEST:



Assistant Secretary

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF C O O K )

On this 27th day of December, 1977, before me personally appeared Paul R. Leak and I. Walter Deitch, to me personally known, who being by me duly sworn, say that they are, respectively, a Vice President and Assistant Secretary of EVANS TRANSPORTATION COMPANY, an Illinois 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



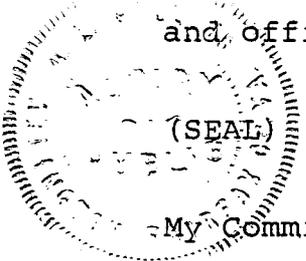
Neva C. Klein  
Notary Public NEVA C. KLEIN

My commission expires: Sept. 22, 1978

STATE OF Virginia )  
County of Stafford ) SS  
CITY OF \_\_\_\_\_ )

On this 29th day of December, 1977, before me personally appeared Daniel C. Mealy, Partner, OAKINGTON GENERAL PARTNERSHIP, to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that the execution of the foregoing instrument was his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 29th day of December, 1977.



C. S. Gieseler  
Notary Public

My Commission expires: 5-15-81

STATE OF MARYLAND )  
 ) SS  
CITY OF Baltimore )

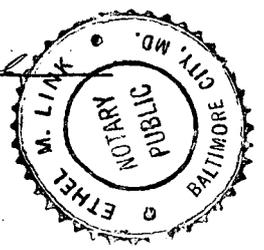
I HEREBY CERTIFY, that on this 29th day of December, 1977, before the subscriber, a Notary Public in and for said City and State personally appeared Ernest J. Stator who, being by me duly sworn, says that he is a Vice President SUN LIFE INSURANCE COMPANY OF AMERICA, that one of the seals affixed to the 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.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 29th day of December, 1977.

(SEAL)

Ethel M. Linn  
Notary Public

My commission expires: 7/1/78



STATE OF PENNSYLVANIA )  
CITY OF *Philadelphia* ) SS

I HEREBY CERTIFY, that on this *28<sup>th</sup>* day of December, 1977, before the subscriber, a Notary Public in and for said City and State personally appeared *John A. Merrett* who, being by me duly sworn, says that he is a 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.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this *28<sup>th</sup>* day of *December*, 1977.

(SEAL)

*Marking Th. Adams*  
Notary Public

My commission expires: *March 11-1980*