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I. C. C.
FEE OPERATION BR.

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 05 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

DEC 30 1977

Date
Fee \$ 20

ICC Washington, D. C.

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.

Clarence R. Matthews
Clarence R. Matthews

H. Gordon Homme, Jr.
December 29, 1977
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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

AMENDMENT TO LEASE
AND MANAGEMENT AGREEMENT

RECORDATION NO. *9060-f* Filed & Recorded

DEC 30 1977-10 02 AM

INTERNATIONAL COMMERCE COMMISSION

THIS AMENDMENT, made this 29th day of December, 1977 between NATIONAL RAILWAY UTILIZATION CORPORATION, a South Carolina corporation ("NRUC") and OAKINGTON GENERAL PARTNERSHIP, a Maryland general partnership (the "Lessor").

W I T N E S S E T H:

WHEREAS, NRUC and the Lessor have entered into a Lease and Management Agreement dated October 31, 1977 (the "Lease Agreement") providing for the lease and management by NRUC of 100 boxcars which are described in Exhibit A to the Lease Agreement (the "boxcars"); and

WHEREAS, NRUC and the Lessor desire to substitute boxcars bearing different car numbers for the boxcars scheduled to be delivered pursuant to the Lease Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties agree as follows:

1. Amendment of Exhibit A. Exhibit A of the Lease Agreement is hereby amended by deleting the reference to Reporting Numbers and Marks: NSL 101000 - 101099 (both inclusive) and inserting the following:

Reporting Numbers and Marks: NSL 101000-
101092 (both inclusive) and NSL 101095,
101102, 101104, 101105, 101106, 101107 and
101109.

In all respects the Lease Agreement dated October 31,
1977 remains unchanged.

IN WITNESS WHEREOF, the parties hereto have executed
this Amendment as of the date first above written.

ATTEST:

NATIONAL RAILWAY UTILIZATION
CORPORATION

G. W. Stroppe
Asst. Secretary

By [Signature]
Vice President

WITNESS:

OAKINGTON GENERAL PARTNERSHIP

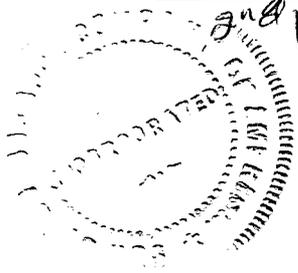
Thomas M. Meachum

By Daniel C. Modley

Approved by:

SUN LIFE INSURANCE COMPANY
OF AMERICA

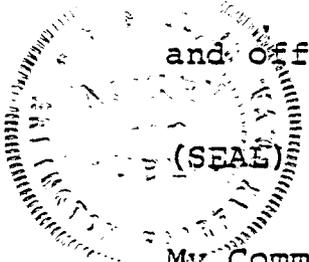
By Eugene J. Stanton
and Vice President



STATE OF Virginia)
County of Franklin) SS
CITY OF _____)

On this 29th day of December, 1977, before me personally appeared David C. Wooley, 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. Hooper
Notary Public

My Commission expires: 5-5-81

STATE OF MARYLAND)
CITY OF Baltimore) SS

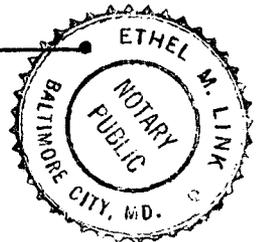
I HEREBY CERTIFY, that on this 29th day of December, 1977, before the subscriber, a Notary Public in and for said City and State personally appeared Eugene J. Blanton who, being by me duly sworn, says that he is a Vice President SUN LIFE INSURANCE COMPANY OF AMERICA, that one of the seals affixed to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

My commission expires: 7/1/78



STATE OF PENNSYLVANIA)
CITY OF Philadelphia) SS

I HEREBY CERTIFY, that on this 28th day of December, 1977, before the subscriber, a Notary Public in and for said City and State personally appeared John C. Theriault 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 28th day of December, 1977.

(SEAL)

Keshay Th. Wilson
Notary Public

My commission expires: March 11, 1980