

C. GRANVILLE WYCHE
ALFRED F. BURGESS
C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER
HENRY L. PARR, JR.
BRADFORD W. WYCHE
ERIC B. AMSTUTZ*

WYCHE, BURGESS, FREEMAN & PARHAM
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
GREENVILLE, SOUTH CAROLINA 29603

RECORDATION NO. 10840-2
Filed 1425

JUL 13 1981 - 11 30 AM

INTERSTATE COMMERCE COMMISSION
POST OFFICE BOX 10207
44 EAST CAMPERDOWN WAY
CABLE ADDRESS: JURAL
TELEPHONE 803-242-3131

1-1944031

No.
Date JUL 13 1981
Fee \$ 20.00

July 8, 1981
RECORDATION NO. 10840-H
Filed 1425

JUL 13 1981 - 11 30 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED
JUL 13 11 24 AM '81
FEE OPERATION BR.
I.C.C.

*ADMITTED TO D. C. BAR ONLY ICC Washington, D. C.

Mrs. Lee
Interstate Commerce Commission
Constitution Avenue at 12th St., N.W.
Washington, D. C. 20023

Re: Second Amendment dated as of December 1, 1980
to Management Agreement dated as of September 14, 1979
between Balard Leasing Corporation and National
Railway Utilization Corporation
and
Second Amendment dated as of December 1, 1980
to Security Agreement dated as of September 14, 1979
between Balard Leasing Corporation and National
Railway Utilization Corporation

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate Commerce Act, please find the above-named documents.

The Management Agreement was filed previously with the Interstate Commerce Commission on September 24, 1979 and bears recordation number 10840. The Security Agreement was filed previously with the Interstate Commerce Commission on September 24, 1979 and bears recordation number 10840-A.

The address of National Railway Utilization Corporation is 100 North 20th Street, Second Floor, Philadelphia, Penna. 19103. The address of Balard Leasing Corporation is Suite 400, 3 Radnor Corporate Center, 100 Matsonford Road, Radnor, Penna. 19087.

I enclose a check in the amount of \$20.00 payable to the Interstate Commerce Commission as the cost for filing these additional instruments under documents previously recorded.

I also enclose three executed originals of the Management Agreement and Security Agreement. Please place one of each on file with your office, stamp the remaining documents and return them to me at the address on this letterhead.

Very truly yours,

Carl Muller
Carl F. Muller

CFM/bjm
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Carl F. Muller
Wyche, Burgess, Freeman & Parham
Greenville, South Carolina 29603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/81 at 11:30AM, and assigned re-
recording number(s). 10840-H, & 10840-I

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 10840-I
Filed 1428

JUL 13 1981 - 11 50 AM
INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT dated as of December 1, 1980 to that certain SECURITY AGREEMENT dated as of September 14, 1979 between BALARD LEASING CORPORATION (termed "Owner") and BANK OF VIRGINIA (termed "Secured Party").

WHEREAS, Owner and Secured Party have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Security Agreement should be remarked in order to maximize their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the other, the parties hereto agree as follows:

The Security Agreement is amended by changing the railroad boxcar numbers therein from the following:

NSL 151645 through NSL 151721
PT 206086 through PT 206098
NSL 157100 through NSL 157109

to the following:

NSL 151645
MISS 151646 through MISS 151647
NSL 151648 through NSL 151652
MISS 151653
NSL 151654 through NSL 151657
MISS 151658 through MISS 151659
MISS 151660
NSL 151661 through NSL 151662
MISS 151663
NSL 151664 through NSL 151666
MISS 151667
MISS 151668
NSL 151669 through NSL 151677
MISS 151678
NSL 151679 through NSL 151687
MISS 151688 through MISS 151689
NSL 151690
MISS 151691
NSL 151692 through NSL 151693
MISS 151694
NSL 151695 through NSL 151696
MISS 151697
NSL 151698 through NSL 151699
MISS 151700
NSL 151701 through NSL 151705
MISS 151706
NSL 151707 through NSL 151709
MISS 151710
NSL 151711 through NSL 151712
MISS 151713
NSL 151714 through NSL 151720
MISS 151721
PT 206086 through PT 206098
NSL 157100 through NSL 157109

IN WITNESS WHEREOF, Owner and Secured Party, each pursuant to due authority, have caused these presents to be duly executed.

(SEAL)

BALARD LEASING CORPORATION
By: [Signature]
Vice President
Attest: [Signature]
Assistant Secretary

STATE OF PENNSYLVANIA

ss:

COUNTY OF DELAWARE

On this 3rd day of June 1981, before me personally appeared Richard C. Conuso, to me personally known, who, being by me duly sworn, says that he is Vice President of BALARD LEASING 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.

(Notarial Seal)

[Signature]
Notary Public

My Commission Expires: May 28th 1984

ANNA MARY O'HORA, Notary Public
Radnor Twp., Delaware Co.
My Commission Expires May 28, 1984

The Secured Party by this Amendment does not have or relinquish any rights which may have accrued to it under the Security Agreement with respect to the Boxcars being renumbered. The Owner agrees that this Amendment does not adversely affect the Secured Party's rights or interests under the Security Agreement.

The Owner agrees to duly record this Amendment with the Interstate Commerce Commission and to supply a counterpart of the Amendment to the Secured Party with the recordation data stamped thereon.

(SEAL)

BANK OF VIRGINIA

By: [Signature]
Vice President
Attest: [Signature]
Assistant Secretary, U.P.

COMMONWEALTH OF VIRGINIA

ss:

~~COUNTY OF HENRICO~~

On this 21th day of June 1981, before me personally appeared Michael W. Taylor, to me personally known, who, being by me duly sworn, says that he is Vice President of BANK OF VIRGINIA, 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.

(Notarial Seal)

Lucretia L. Whitehead
Notary Public

My Commission Expires: Jan. 8., 1984