

MORGAN, LEWIS & BOCKIUS

COUNSELORS AT LAW

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WASHINGTON
NEW YORK
LOS ANGELES

MIAMI
HARRISBURG
LOS ANGELES

11034B
File 1425

JUL 12 1982 4:45 PM

INTERSTATE COMMERCE COMMISSION

July 9, 1982

No. 2-194A017

Date JUL 12 1982

10:00

ICC Washington, D. C.

RECEIVED
JUL 12 1982
I.C.C. OPERATION BR.

RECORDATION NO. 11034-C
File 1425

N. JEFFREY KLAUDER

DIAL DIRECT (215) 875-5694

JUL 12 1982-4 45 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary:

We enclose herewith one original and multiple fully executed and acknowledged counterparts of the following secondary document: Assignment, dated as of July 9, 1982, by Girard Bank (as Assignor) to The Connecticut Bank and Trust Company, as Agent for Connecticut General Life Insurance Company and John Hancock Mutual Life Insurance Company (as Assignee). The Assignment has appended to it a Release of Interest by Girard Bank in the Conditional Sale Agreement hereinafter described. We are special counsel to the Assignee in connection with this transaction. We hereby request that this Assignment be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The primary document to which this Assignment is connected is a Conditional Sale Agreement, dated as of November 8, 1979, recorded under Recordation Number 11034. We hereby request that this Assignment be cross-indexed.

The names and addresses of the parties to the enclosed Assignment are as follows:

ASSIGNOR: Girard Bank
Three Girard Plaza
Philadelphia, Pennsylvania 19102

ASSIGNEE: The Connecticut Bank and Trust
Company, as Agent for Connecticut
General Life Insurance Company
and John Hancock Mutual Life
Insurance Company
One Constitution Plaza
Hartford, Connecticut 06115
Attention: Corporate Trust Department

Countersigned by Kenneth Faulstich

MORGAN, LEWIS & BOCKIUS

Secretary
Interstate Commerce Commission
July 9, 1982
Page Two

A description of the equipment covered by the enclosed Assignment is as follows:

50 units of 50'6" 70-ton Box Cars, Type XM, bearing the following road numbers (both inclusive): NSL160200 through NSL160249.

Pursuant to 49 CFR Chapter X, Subchapter B, part 1002, §1002.2(d)(48), we enclose herewith the filing fee of \$10.00 for this secondary document. Please return the original Assignment and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the enclosed Assignment to appear in the index is as follows:

Assignment by Girard Bank (as Assignor), Three Girard Plaza, Philadelphia, Pennsylvania 19102, to The Connecticut Bank and Trust Company, as Agent for Connecticut General Life Insurance Company and John Hancock Mutual Life Insurance Company (as Assignee), One Constitution Plaza, Hartford, Connecticut 06115, Attention--Corporate Trust Department; covering 50 units of 50'6" 70-ton Box Cars, Type XM, bearing the following road numbers (both inclusive): NSL160200 through NSL160249, and connected to a Conditional Sale Agreement, dated November 8, 1979, with the Recordation Number 11034.

Very truly yours,



N. Jeffrey Klauder

/jj
Enclosures

Interstate Commerce Commission 7/12/82
Washington, D.C. 20423

OFFICE OF THE SECRETARY

**N. Jeffery Klauder, Atty.
Morgan, Lewis & Bockius
123 South Broad Street
Philadelphia, Pennsylvania 19106**

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 **7/12/82** at **4:45pm**, and assigned re-
recording number(s) **11034-B & 11034-C**

11056-B & 11056-C Sincerely yours,

11097-B & 11097-C

11098-B & 11098-C

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

DUPLICATE

RECORDATION NO. 11034-B FILED 1425

JUL 12 1982-4 45 PM

ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

This Assignment dated as of July 9, 1982, is made by GIRARD BANK (hereinafter called Girard) to THE CONNECTICUT BANK AND TRUST COMPANY (hereinafter called the Assignee) as Agent for CONNECTICUT GENERAL LIFE INSURANCE COMPANY and JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY pursuant to a Decree dated September 1, 1981, by the Honorable Louis C. Bechtle of the United States District Court for the Eastern District of Pennsylvania, Civil Action No. 79-4676, a copy of which is attached hereto as Exhibit "A".

This Assignment relates to that certain Conditional Sale Agreement dated November 8, 1979 (hereinafter called the Conditional Sale Agreement) between WHITTAKER CORPORATION (BERWICK FORGE & FABRICATING DIVISION) (hereinafter called the Builder) and NATIONAL RAILWAY UTILIZATION CORPORATION and PICKENS RAILROAD COMPANY covering the railroad equipment described in Annex B thereto. Girard is the Assignee of the Conditional Sale Agreement under an Agreement and Assignment dated as of November 8, 1979 between it and the Builder.

FOR GOOD AND VALUABLE CONSIDERATION, RECEIPT WHEREOF IS HEREBY ACKNOWLEDGED, GIRARD AGREES AS FOLLOWS:

1. Assignment. Girard hereby assigns, transfers and sets over to the Assignee, its successors and assigns, all of Girard's right, title and interest in and to the Conditional Sale Agreement, including any rights Girard may have to any funds which NATIONAL RAILWAY UTILIZATION CORPORATION is holding for Girard or otherwise in connection with the Conditional Sale Agreement. Article 23 of the Conditional Sale Agreement is annulled.

IN WITNESS WHEREOF, Girard, pursuant to due authority, has caused this instrument to be executed in its name by its duly authorized official as of the date first written above.

GIRARD BANK

BY

Robert M. Bevan

(CORPORATE SEAL)

ATTEST:

[Signature]
Secretary

COMMONWEALTH OF PENNSYLVANIA :
: SS:
COUNTY OF PHILADELPHIA :

On this 9th day of July, 1982, before me, personally appeared Robert M. Owen, to me personally known, who, being by me duly sworn, says that he is an officer of GIRARD BANK, 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.

Irene M. Osmola
Notary Public

(Notarial Seal)

My Commission expires:

IRENE M. OSMOLA
Notary Public, Phila., Phila. Co.
My Commission Expires May 10, 1986

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

GIRARD BANK : CIVIL ACTION
V. :
JOHN HANCOCK MUTUAL LIFE :
INSURANCE COMPANY and :
CONNECTICUT GENERAL LIFE :
INSURANCE COMPANY : NO. 79-4676

O R D E R

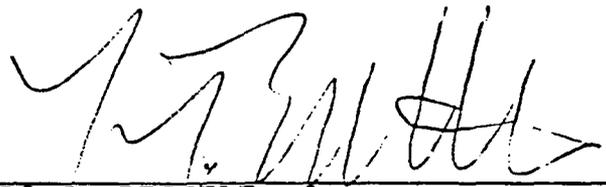
AND NOW, TO WIT, this 1st day of September, 1981, for
the reasons expressed in the accompanying memorandum and at trial,
IT IS ORDERED as follows:

1. Defendants' motion for a judgment notwithstanding the verdict on plaintiff's claim is denied.
2. Defendants' motion for a new trial on plaintiff's claim is denied.
3. Defendants' motion for a new trial on the defendants' counterclaim is denied.
4. Plaintiff, Girard Bank ("Girard") shall forthwith assign to Connecticut Bank and Trust Company ("Connecticut Bank"), as agent for defendants Connecticut General Life Insurance Company ("Connecticut General") and John Hancock Mutual Life Insurance Company ("John Hancock"), the Conditional Sale Agreement dated November 8, 1979, between Whittaker Corporation (Berwick Forge & Fabricating Division) ("Berwick") and National Railway Utilization Corporation and Pickens Railroad Company (together "NRUC"); the Conditional Sale Agreement dated November 15, 1979, between Whittaker

EXHIBIT "A"

and NRUC; the Conditional Sale Agreement dated November 27, 1979, between Evans Transportation Company and NRUC; and the Conditional Sale Agreement dated November 27, 1979, between Whittaker and NRUC, each by the form of Assignment attached hereto as Exhibit "A".

5. Simultaneously with the assignment of the Conditional Sale Agreements, Connecticut General and John Hancock shall pay to Girard, through their agent Connecticut Bank or otherwise, the principal amount of \$6,494,200.00 plus interest of \$535,771.50, which is at the rate of 6% per annum un compounded from March 1, 1980 to July 15, 1981 (8.25%), minus the \$26,882.63 which Girard received from NRUC on December 11, 1980, as a payment under the Conditional Sale Agreements.



LOUIS G. BECHTLE, J.

ASSIGNMENT

This Assignment dated as of _____, 19____, is made by GIRARD BANK (hereinafter called Girard) to THE CONNECTICUT BANK AND TRUST COMPANY (hereinafter called the Assignee) as Agent for CONNECTICUT GENERAL LIFE INSURANCE COMPANY and JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY pursuant to a Decree dated _____, 1981, by the Honorable Louis C. Bechtle of the United States District Court for the Eastern District of Pennsylvania, Civil Action No. 79-4676, a copy of which is attached hereto as Exhibit "A".

This Assignment relates to that certain Conditional Sale Agreement dated _____, 1979 (hereinafter called the Conditional Sale Agreement) between _____ (hereinafter called the Builder) and NATIONAL RAILWAY UTILIZATION CORPORATION and PICKENS RAILROAD COMPANY covering the railroad equipment described in Annex B thereto. Girard is the Assignee of the Conditional Sale Agreement under an Agreement and Assignment dated as of _____, 1979 between it and the Builder.

FOR GOOD AND VALUABLE CONSIDERATION, RECEIPT WHEREOF IS HEREBY ACKNOWLEDGED, GIRARD AGREES AS FOLLOWS:

1. Assignment. Girard hereby assigns, transfers and sets over to the Assignee, its successors and assigns, all of Girard's right, title and interest in and to the Conditional Sale Agreement, including any rights Girard may have to any funds which NATIONAL RAILWAY UTILIZATION CORPORATION is holding for Girard or otherwise in connection with the Conditional Sale Agreement. Article 23 of the Conditional Sale Agreement is annulled.

IN WITNESS WHEREOF, Girard, pursuant to due authority, has caused this instrument to be executed in its name by its duly authorized official as of the date first written above.

GIRARD BANK

BY _____

(CORPORATE SEAL)

ATTEST:

Secretary

EXHIBIT "A"

COMMONWEALTH OF PENNSYLVANIA

:

:

:

ss:

:

COUNTY OF PHILADELPHIA

On this _____ day of _____, 19____,
before me, personally appeared _____, to me
personally known, who, being by me duly sworn, says that he is
an officer 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.

Notary Public

(Notarial Seal)

My Commission expires: