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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

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

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

10/19/80
70.00
November 22, 1980

RECORDATION NO. 7737-B FILED 1428

1980
OCT 19 1980 30 PM

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

INTERSTATE COMMERCE COMMISSION

Re: Metal Fabricators, Inc. and National Railway
Utilization Corporation and Pickens Railroad
Company

Dear Mrs. Lee:

Enclosed for filing under Section 11303 of the Interstate Commerce
Act please find the following document:

Second Amendment dated as of May 15, 1980 to
Conditional Sale Agreement between Metal
Fabricators, Inc. and National Railway Utilization
Corporation and Pickens Railroad Company

The Agreement which is amended by this document was previously filed
with your office and with the recording number 7737 dated December 1,
1974.

The address of National Railway Utilization Corporation and Pickens
Railroad Company is 1100 Centre Square East, 1500 Market Street,
Philadelphia, Pa. The address of Metal Fabricators, Inc. is 1186
Pendleton Street, Greenville, South Carolina.

Please place one of each document on file with your office, stamp
the remaining documents and return them to me at the address on
this letterhead. I have previously sent your office a check in the
amount of \$70 to cover this filing and the others enclosed under
separate cover of this package.

Very truly yours,

Carl Muller

Carl F. Muller

CFM/bjm
enclosure

OCT 9 1980 -9 20 AM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT dated as of May 15, 1980 to that certain CONDITIONAL SALE AGREEMENT dated as of December 1, 1974 among METAL FABRICATORS, INC. (termed "Vendor"), NATIONAL RAILWAY UTILIZATION CORPORATION (termed "Builder"), and PICKENS RAILROAD COMPANY (termed "Railroad").

WHEREAS, pursuant to the terms of an AGREEMENT AND ASSIGNMENT dated as of December 1, 1974, Vendor assigned to NORTH CAROLINA NATIONAL BANK (termed "Assignee") all of its right, title and interest under the aforementioned Conditional Sale Agreement;

WHEREAS, pursuant to the terms of an ASSIGNMENT dated as of June 30, 1976, Assignee assigned to GENERAL DISCOUNT CORPORATION (termed "GDC") all of its right, title and interest under the aforementioned Conditional Sale Agreement; and

WHEREAS, Assignee has determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Conditional Sale 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:

This Conditional Sale Agreement is amended by changing the railroad boxcar numbers therein from the following:

PICK 55128 through PICK 55199

to the following:

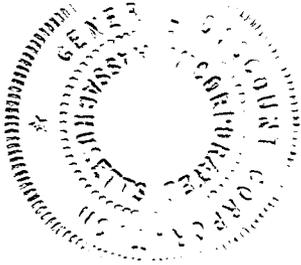
PICK 55128 through PICK 55133
 MISS 55134
 PICK 55135 through PICK 55139
 MISS 55140
 PICK 55141 through PICK 55144
 MISS 55145
 PICK 55146 through PICK 55147
 MISS 55148
 PICK 55149 through PICK 55159
 MISS 55160
 PICK 55161 through PICK 55162
 MISS 55163
 PICK 55164 through PICK 55165
 MISS 55166 through MISS 55168
 PICK 55169
 MISS 55170

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PICK 55171 through PICK 55172
MISS 55173 through MISS 55175
PICK 55176 through PICK 55178
MISS 55179
PICK 55180 through PICK 55182
MISS 55183 through MISS 55184
PICK 55185 through PICK 55186
MISS 55187 through MISS 55188
PICK 55189
MISS 55190 through MISS 55191
PICK 55192
MISS 55193 through MISS 55194
PICK 55195 through PICK 55197
MISS 55198 through MISS 55199

IN WITNESS WHEREOF, GDC, Builder and Railroad, each pursuant to due authority, have caused these presents to be duly executed.

(SEAL)



GENERAL DISCOUNT CORPORATION

BY *James H. Edwards*

ITS *Exec V.P.*

ATTEST *James H. Edwards*

ITS *Exec V.P.*

COMMONWEALTH OF MASSACHUSETTS

ss:

COUNTY OF SUFFOLK

On this 19th day of June, 1980, before me personally appeared James P. Seder, to me personally known, who, being by me duly sworn, says that he is Executive Vice Pres of General Discount 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 and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Dolores J. Carbone
Notary Public of Massachusetts

My Commission Expires: Sept 26, 1986

(SEAL)

PICKENS RAILROAD COMPANY

By: Charles P. Turnburke
Charles P. Turnburke
Vice President

Attest: T. W. Strzpek
T. W. Strzpek
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

ss:

COUNTY OF PHILADELPHIA

On this 7th day of August, 1980, before me personally appeared Charles P. Turnburke, to me personally known, who, being by me duly sworn, says that he is Vice President of Pickens Railroad Company, 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 and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Martina T. Mills
Notary Public of Pennsylvania

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires March 5, 1984

(SEAL)

NATIONAL RAILWAY UTILIZATION CORPORATION

By: Charles P. Turnburke
Charles P. Turnburke
Vice President

Attest: T. W. Strzepak
T. W. Strzepak
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

ss:

COUNTY OF PHILADELPHIA

On this 7th day of August, 1980, before me personally appeared Charles P. Turnburke, to me personally known, who, being by me duly sworn, says that he is 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 duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Martha T. Mills
Notary Public of Pennsylvania

My Commission Expires:

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires March 5, 1984

WEIL, GOTSHAL & MANGES

A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

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June 2, 1980

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Pickens Railroad Company

Dear Sir:

On behalf of General Discount Corporation ("GDC") and CBT Leasing Corporation ("CBT"), you are hereby advised that the address of Pickens Railroad Company ("Pickens") has been changed. The new address is P.O. Box 216, Pickens, South Carolina 29671.

The following documents have been filed with the Interstate Commerce Commission by or on behalf of GDC or CBT. Kindly mark the appropriate files to indicate this change of address.

<u>Agreement</u>	<u>Recordation Number</u>
1. Security Agreement by CBT in favor of Equitable Leasing Corporation ("Equitable")	10665
2. Equipment Lease between CBT, as Lessor and National Railway Utilization Corporation ("NRUC") and Pickens, as Lessees	10665-A
3. Assignment of Lease by CBT in favor of Equitable	10665-B
4. Conditional Sales Agreement among Metal Fabrications, Inc. ("MFI"), NRUC and Pickens	7737 ✓

Secretary
Interstate Commerce Commission -2-

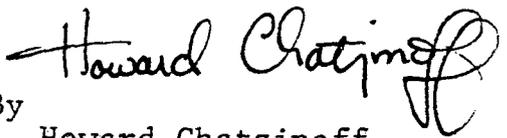
June 2, 1980

<u>Agreement</u>	<u>Recordation Number</u>
5. Assignment by MFI to North Carolina National Bank ("NCNB")	7737-A
6. Assignment by NCNB to GDC	7737-B
7. Agreement among MFI, NRUC, Pickens and GDC	8394
8. Assignment from NCNB to GDC	8394-A
9. Amendment Agreement	8394-B
10. Guarantee by NRUC	8394-C

Kindly acknowledge your receipt of this letter by signing the enclosed copy in the space provided and returning same to me in the enclosed envelope.

Very truly yours,

WEIL, GOTSHAL & MANGES

By 
Howard Chatzinoff

HC:jt
Enc.

cc: Vicki Kellenbach, Esq.