

RECORDATION NO. 11064-A  
NOV 20 1979-9 22 AM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11064  
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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11064-B  
NOV 20 1979-9 22 AM  
INTERSTATE COMMERCE COMMISSION

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CRAVATH, PARIS  
CRAVATH, LONDON E. C. 2

No. 9-324A011  
Date NOV 20 1979  
Fee \$ 160.00  
ICC Washington, D. C.

RECORDATION NO. 11064-D  
NOV 20 1979-9 22 AM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11064-D  
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See pag 3 for  
Cross indexing

November 15, 1979

Richmond, Fredericksburg and Potomac Railroad Company  
Lease Financing Dated as of September 1, 1979  
9-5/8% Conditional Sale Indebtedness Due April 1, 1995

[CS&M Ref: 4650-046]

Dear Madam:

Pursuant to 49 U.S.C. § 11303(a), I enclose here-with on behalf of Richmond, Fredericksburg and Potomac Railroad Company, for filing and recordation, counterparts of the following:

FMC Corporation and

(1)(a) Conditional Sale Agreement dated as of September 1, 1979, between Richmond, Fredericksburg and Potomac Railroad Company;

(b) Agreement and Assignment dated as of September 1, 1979, between FMC Corporation and United States Trust Company of New York;

(2) Equipment Lease dated as of September 1, 1979, between Richmond, Fredericksburg and Potomac Railroad Company and McHugh Brothers Crane Rentals, Inc.;

(3) Equipment Sublease dated as of November 1, 1979, between McHugh Brothers Crane Rentals, Inc. and New Hope and Ivyland Railroad Company; and

New Number

- A

- B

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NEXT PAGE for next document  
OVER ↓

James Cumpster  
Counterpart

D - (4) Assignment and Assumption Agreement dated as of November 15, 1979, between New Hope and Ivyland Railroad Company and McHugh Brothers Heavy Hauling, Inc.

The addresses of the parties to the aforementioned agreements are:

Lessor-Vendee:

Richmond, Fredericksburg and Potomac  
Railroad Company,  
P.O. Box 11281,  
Richmond, Virginia 23230.

Manufacturer:

FMC Corporation,  
200 East Randolph Drive,  
Chicago, Illinois 60601.

Lessee:

McHugh Brothers Crane Rentals, Inc.,  
P.O. Box 196,  
Penndel, Pennsylvania 19407.

Agent-Assignee:

United States Trust Company of New York,  
130 John Street (4th Floor),  
New York, N.Y. 10038

Sublessee:

New Hope and Ivyland Railroad Company,  
P.O. Box 196,  
Penndel, Pennsylvania 19407.

Assignee of Sublessee:

McHugh Brothers Heavy Hauling, Inc.,  
P.O. Box 196,  
Penndel, Pennsylvania 19407.

Please file and record the documents referred to in this letter and cross-index them under the names of the Lessor-Vendee, the Manufacturer, the Lessee, the Agent-Assignee, the Sublessee and the Assignee of Sublessee.

*Cross INDEX*

*please cross index under HUGH BROTHERS HEAVY HAULING, INC*

The equipment covered by the aforementioned agreements consists of 300 50 Ft. XM and XF boxcars, bearing the reporting numbers NHIR 5001-5300, inclusive.

Please note that the rentals under the Lease, the Sublease and the Assignment and Assumption Agreement have been assigned to United States Trust Company of New York, as Agent-Assignee, pursuant to the terms of the Lease, the Sublease and the Assignment and Assumption Agreement and the respective Notices of Assignment attached thereto.

Enclosed is our check for \$160 for the required recordation fee. Please accept for recordation one counterpart of each of the enclosed agreements, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

*including \$110.00 to cover cross indexing requested above*

Very truly yours,

*John B. Harlow, II*

John B. Harlow, II,  
as Agent for Richmond,  
Fredericksburg and Potomac  
Railroad Company

Ms. Agatha Mergenovich, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

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ASSIGNMENT AND ASSUMPTION AGREEMENT

RECORDING NO. 11064-D  
Filed 1425

NOV 20 1979 -9 20 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT made in Pennsylvania this 15th day of November, 1979, by and between NEW HOPE AND IVYLAND RAILROAD COMPANY, (hereinafter sometimes referred to as "Assignor" and MC HUGH BROS. HEAVY HAULING, INC. (hereinafter sometimes referred to as "Assignee").

WHEREAS, Assignor is the sublessee of an Equipment Sublease dated as of November 1, 1979 wherein McHugh Bros. Crane Rentals, Inc. is the sublessor and New Hope and Ivyland Railroad Company is the sublessee; and

WHEREAS, New Hope and Ivyland Railroad Company desires to assign its right, title and interest in and to the said Equipment Sublease subject to the said McHugh Bros. Heavy Hauling, Inc. assuming all obligations under said Sublease which McHugh Bros. Heavy Hauling, Inc. will hereby assume and agree to perform.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged and intending to be legally bound hereby, IT IS AGREED as follows:

1. New Hope and Ivyland Railroad Company does hereby sell, transfer, assign and set over to Assignee all of its right, title and interest, privilege and benefits of the said Equipment Sublease dated November 1, 1979.
2. Assignee does hereby assume and agree to perform all of the duties, obligations and liabilities of Assignor under or arising out of the aforesaid Equipment Sublease including, but not limited to, the payment of any monies due or to become due thereunder.
3. Assignee does hereby assume and agree to perform all of the duties, liabilities and obligations of Assignor under said Equipment Sublease and shall indemnify and hold harmless Assignor from any liability thereunder.

4. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement under seal the day and year first above mentioned.

NEW HOPE AND IVYLAND RAILROAD  
COMPANY (Assignor)

By: William H. Barndt  
William H. Barndt, President

Attest: Herbert Barnes  
Herbert Barnes, Secretary

MC HUGH BROS. HEAVY HAULING, INC.  
(Assignee)

By: James McHugh

Attest: Robert J. [Signature]

COMMONWEALTH OF PENNSYLVANIA :

COUNTY OF BUCKS :

On this 15<sup>th</sup> day of November, 1979, before me, the undersigned officer, personally appeared *James C. McHugh* who acknowledged himself to be the *President* of McHugh Bros. Heavy Hauling, Inc., a Corporation, and that he as such President being authorized so to do executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as President.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

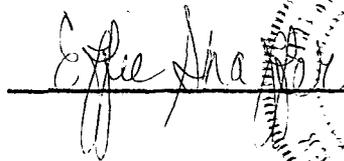
*Effie Shaffer*  
EFFIE SHAFFER  
NOTARY PUBLIC  
P.O. Box 196, Pender, Bucks County,  
Pennsylvania 19047  
~~My Commission Expires August 29, 1981~~

COMMONWEALTH OF PENNSYLVANIA :

COUNTY OF BUCKS :

On this 15<sup>th</sup> day of November, 1979, before me, the undersigned officer, personally appeared William H. Barndt who acknowledged himself to be the President of New Hope and Ivyland Railroad Company a Corporation, and that he as such President being authorized so to do executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as President.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
EFFIE SHAFFER  
NOTARY PUBLIC  
P.O. Box 196, Pottsville, Bucks County,  
Pennsylvania 19047  
My Commission Expires August 29, 1981