

GREENBERG IRWIN PELLMAN & SLADE
COUNSELORS AT LAW

RECORDATION NO. 9058-C Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION
NEW YORK, N.Y. 10022

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RECORDATION NO. 9058-D Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9058-E Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

HAROLD GREENBERG
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FRANK J. HARITON

No. RECORDATION NO. 9058 Filed 1425

Date FEB 23 1979 FEB 23 1979-10 05 AM

Fee \$ 60.00 INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9058 Filed 1425 Washington, D. C.

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

February 15, 1979
RECORDATION NO. 9058 Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordation Office
Interstate Commerce Commission
Twelfth and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Recordation and Filing of documents
pertaining to 100 General Purpose
Boxcars Numbered MPA 7200 to MPA 7225
inclusive, MPA 7227 to MPA 7279 inclu-
sive (which twenty (20) General Purpose
Boxcars were formerly numbered MPA 7280
to 7289 inclusive, MPA 7291 to MPA 7299
inclusive and MPA 7226) the "Equipment").

See Exhibit A
to 9058-H
for car numbers
left out.

Dear Sir:

In accordance with the provisions and procedures of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, it is hereby respectfully requested that the documents enclosed with this letter of transmittal, and more fully described herein below, pertaining to the granting of a security interest in and assignment of a lease of the Equipment, be recorded and filed by the Interstate Commerce Commission (the "Commission") pursuant to Section 116.5 of said Title 49 of the Code of Federal Regulations.

A. Description of the Documents and the Parties Thereto.

Enclosed herein are three originals of the following documents one of which is to be recorded and filed against recordation number 9058 of October 31, 1977 in the order listed below. We respectfully request that the two additional originals be stamped by your office and returned to us in the post-paid envelope provided.

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(1) Release dated February 13, 1979 with The Chase Manhattan Bank N.A. (Chase as Releasor and Emons Leasing Co., Inc., a New Jersey Corporation (Leasing) as Releasee. This document should be recorded under Recordation Number 9058-C.

(2) Reassignment of Lease dated February 13, 1979 with Chase as Assignor and Leasing as Assignee. This instrument should be recorded under Recordation Number 9058-D. 500/
4/90

(3) Amendment No. 1 to Lease of Railroad Equipment dated October 7, 1977 entered into February 13, 1979 by and between Leasing and the Maryland and Pennsylvania Railroad Company, a Maryland and Pennsylvania Corporation. This document should be recorded under Recordation Number 9058-E.

(4) Bill of Sale from Leasing to Emons Industries, Inc., a New York Corporation (Emons) dated February 13, 1979. This document should be recorded under Recordation Number 9058-F.

(5) Assignment of Lease from Leasing to Emons dated February 13, 1979. This document should be recorded under Recordation Number 9058-G.

(6) Chattel Mortgage, Assignment and Security Agreement dated February 13, 1979 between Emons and Chase with an Acknowledgement of Notice of Chattel Mortgage, Assignment and Security Agreement by the M&P. This document should be recorded under Recordation Number 9058-H. -H

B. The Transaction

(1) Documents Previously Filed. Leasing leased Equipment to the M&P under a lease of Railroad Equipment, dated as of October 7, 1977 (the "Lease"). The Lease was recorded with the Interstate Commerce Commission on October 13, 1977 under Recordation Number 9058-A. In connection with a borrowing under a Revolving and Term Loan Agreement dated as of May 2, 1977 between Leasing and Chase (the "1977 Agreement") Leasing assigned the Lease to Chase pursuant to an Agreement and Assignment dated October 21, 1977 and recorded with the

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Interstate Commerce Commission on October 31, 1977 under Recordation Number 9058-B. Leasing also granted Chase a security interest in the Equipment under a Chattel Mortgage and Security Agreement dated October 21, 1977, which was recorded with the Interstate Commerce Commission on October 31, 1977 under Recordation Number 9058.

(2) Documents Filed with this Letter. Leasing has repaid all borrowings under the 1977 Agreement which agreement has been terminated. In connection with the termination of the 1977 Agreement, Chase executed a Release of its security interest (Document 9058-C) and a Reassignment of Lease (Document 9058-D). Leasing and the M&P then Amended the Lease to reflect the renumbering of certain of the boxcars comprising the Equipment (Document 9058-E). Leasing then conveyed the Equipment to Emons pursuant to a Bill of Sale (Document 9058-F). Leasing also assigned the Lease to Emons (Document 9058-G). Emons, in connection with a borrowing under a Loan Agreement dated as of September 1, 1978 by and between Emons and Chase, entered into a Chattel Mortgage, Assignment and Security Agreement granting Chase a security interest in the Equipment and assigning the Lease to Chase. The priority of Chase's interest in the Equipment was acknowledged by the M&P (Document 9058-H).

C. Procedural Matter.

It is hereby respectfully requested that each of the following names be inserted in the Commission Index established pursuant to Section 1116.5(c) of Title 49 of the Code of Federal Regulations.

- (1) The Chase Manhattan Bank, N.A.
- (2) Emons Industries, Inc.
- (3) Emons Leasing Co., Inc.
- (4) Maryland and Pennsylvania Railroad Company

It is also hereby respectfully requested that Recordation Numbers 9058, 9058-A, 9058-B, 9058-C, 9058-D, 9058-E, 9058-F, 9058-G and 9058-H be noted in the Commission index under the name of each of the parties shown above.

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A check in the amount of \$60.00 has been enclosed with this letter of transmittal to cover the recordation fee prescribed by Section 116.3(d) of Title 49 of the Code of Federal Regulations.

Kindly stamp the enclosed copy of this letter of transmittal and return such copy and the original documents enclosed herewith to the undersigned in the envelope provided.

If there are any questions with respect to the enclosed or the transactions described therein, please feel free to telephone Melvin Slade of this office, or the undersigned, collect.

Yours truly,



Frank J. Hariton

FJH:jd

Enclosures

AMENDMENT NO. 1

TO

LEASE OF RAILROAD EQUIPMENT

Dated October 7, 1977

RECORDATION NO. 9058-A FILED 1425

FEB 23 1979 10 05 AM

COMMERCIAL COMMISSION

This Amendment No. 1 made and entered into the 13th day of February, 1979, by and between Emons Leasing Co., Inc., a New Jersey corporation, with offices at 490 East Market Street, York, Pennsylvania 17403 (hereinafter referred to as "Lessor"), and the Maryland and Pennsylvania Railroad Company, a Pennsylvania and Maryland corporation, whose address is 490 East Market Street, York, Pennsylvania 17403 (hereinafter referred to as "Lessee"):

W I T N E S S E T H :

WHEREAS, Lessor and Lessee entered into a Lease of Railroad Equipment dated as of the 7th day of October, 1977 (hereinafter referred to as the "Lease") which Lease was filed with the Interstate Commerce Commission on October 31, 1977 under Recordation Number 9058-A; and

WHEREAS, under an Agreement ^{and} of Assignment dated the 21st day of October, 1977, between the Lessor and the Chase Manhattan Bank N.A., a national banking association, with offices at 1441 Broadway, New York, New York 10018 (hereinafter referred to as "Chase"), which Agreement and Assignment was recorded with the Interstate Commerce Commission under Recordation Number 9058-B, Lessor assigned its rights under the Lease to Chase; and

WHEREAS, the Lease has been reassigned by Chase to Lessor; and

WHEREAS, certain of the leased railroad boxcars have been renumbered; and

WHEREAS, the Lessor and Lessee are desirous of amending the Lease to reflect the renumbering of such renumbered railroad boxcars,

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants set forth in the Lease, the Lease is amended as follows:

1. Paragraph 1 is amended to read as follows:

"Lease and Hire: Lessor hereby lets to Lessee and Lessee hereby hires from Lessor the following designated and described Cars:

One Hundred (100) rebuilt, fifty foot, wood lined boxcars. The cars are numbered as follows:

MPA 7200-7225 inclusive, MPA 7227-7279 inclusive, MPA 7290 and MPA 7380-7399 inclusive (which twenty boxcars were formerly numbered MPA 7280-7289 inclusive and 7291-7299 inclusive, and MPA 7226).

2. Except as amended hereby, all of the terms of the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed on the day first above written.

EMONS LEASING CO., INC.

By Robert Grossman, Pres

MARYLAND AND PENNSYLVANIA RAILROAD COMPAN

By Robert Grossman, V.P.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this *13th* day of *February*, 1979, before me personally appeared *Robert Grossman* to me personally, known, who being by me duly sworn, says that he is the *President* of Emons Leasing Co., Inc., that the seal affixed to the foregoing instrument is the 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 the Corporation.



MELVIN S. SLADE
Notary Public, State of New York
No. 31-3700630
Qualified in New York County
Term Expires March 30, 19 *79*

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this *13th* day of *February*, 1979, before me personally appeared *Robert Grossman*, to me personally known, who being by me duly sworn, says that he is the *Vice President* of the Maryland and Pennsylvania Railroad Company, that the seal affixed to the foregoing instrument is the 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 as the free act and deed of said Corporation.



MELVIN S. SLADE
Notary Public, State of New York
No. 31-3700630
Qualified in New York County
Term Expires March 30, 19 *79*