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HARRISBURG, PA. 17102
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9605-N
RECORDATION NO. Filed 1459

AUG 6 1981-3 PM

July 31, 1981 INTERSTATE COMMERCE COMMISSION

1-218A03

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

No.
Date.....
Fee \$ 10.00

Dear Secretary Mergenovich:

ICC Washington, D. C.

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations, I enclose for filing and recordation an original and nine copies of a Statement of New Numbers dated August 3, 1981 made by Girard Leasing Corporation. This Statement of New Numbers should be appended to the First Amendment to Loan Modification and Moratorium Agreement which provided for renumbering and which was filed with the Commission on February 10, 1981 and assigned Recordation Number 9605-K.

The equipment covered by the enclosed statement consists of fifty-one 70-ton XM rated boxcars previously and presently numbered as follows:

<u>Old #s</u>	<u>New #s</u>
PT 200048-200055	SFLC 900000-900007
PT 200057-200099	SFLC 900008-900050

The names and addresses of the parties to the First Amendment to Loan Modification and Moratorium Agreement are:

Lenders:

First National Bank and Trust Company
P.O. Box 391
Waynesboro, PA 17268

First Peoples Bank of New Jersey
Cuthbert and MacArthur Drive
Haddon Twp., N.J. 08108

First State Bank
(formerly West Side Bank)
101 N. Main Street
Scranton, PA 18504

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Christine E. Wilborn
D. Dewey

Agatha L. Mergenovich, Secretary
July 31, 1981
Page Two

Hazleton National Bank
Broad and Laurel Streets
Hazleton, PA 18201

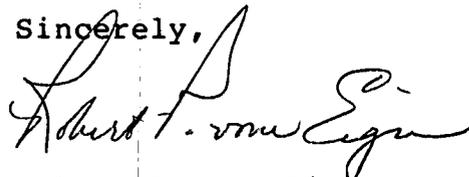
Debtor:

Girard Leasing Corporation
3 Girard Plaza
Philadelphia, PA 19101

Please file and record the Statement of New Numbers, cross-indexing it under the names of the Lender and Debtor. A check is enclosed for \$10.00 as prescribed pursuant to 49 U.S.C. § 1116.3(d).

Please stamp all copies of the Statement of New Numbers and the attached copies of the transmittal letter with your official recording stamp. You will wish to retain one original and one copy of each document and the original of the transmittal letter for your file. Please return the duplicate original and the remaining copies of the Statement of New Numbers and the transmittal letter to the bearer of this letter.

Sincerely,



Robert P. vom Eigen

RPvE/kjb
Enclosures

RECORDATION NO. 9605-N Filed 1425

AUG 6 1981-3 00 PM

STATEMENT OF NEW NUMBERS

INTERSTATE COMMERCE COMMISSION

This STATEMENT OF NEW NUMBERS ("Statement") dated as of August 3, 1981 is to be appended to a FIRST AMENDMENT TO LOAN MODIFICATION AND MORATORIUM AGREEMENT ("First Amendment") dated and executed as of February 6, 1981, by and among FIRST NATIONAL BANK AND TRUST COMPANY, a Pennsylvania banking corporation with principal offices in Waynesboro, Pennsylvania, FIRST PEOPLES BANK OF NEW JERSEY, a New Jersey banking corporation with principal offices in Haddon Township, New Jersey, FIRST STATE BANK (formerly West Side Bank), a Pennsylvania bank with principal offices in Scranton, Pennsylvania, and HAZELTON NATIONAL BANK, a banking corporation with principal offices in Hazelton, Pennsylvania (hereinafter collectively referred to as the "Lenders") and GIRARD LEASING CORPORATION, a Pennsylvania corporation with principal offices located at 3 Girard Plaza, Philadelphia, Pennsylvania 19101 ("Debtor") and filed with the Interstate Commerce Commission on February 10, 1981 and assigned recordation number 9605-K. This Statement is provided by Debtor to Lenders.

BACKGROUND

A. In accordance with the authority and approval of Lenders, Debtor entered into a First Supplement to the

Management Agreement (the "First Supplement") dated January 27, 1981 by and between Debtor and North American Car Corporation ("NAC").

B. Pursuant to the First Supplement, NAC, having obtained control of the fifty-one 70-ton XM rated boxcars (the "Equipment") referred to in the First Amendment, entered into a utilization agreement for the Equipment with the Atchison, Topeka and Santa Fe Railway Company (the "Santa Fe").

C. The First Supplement provided that as a part of the preparation of the Equipment and delivery to the Santa Fe, NAC would, at Debtor's expense, affix or see to the affixation by the Santa Fe of the Santa Fe's markings to the Equipment.

NOW THEREFORE, Debtor notifies Lenders that the following boxcars have been renumbered as stated below:

<u>Number of Cars</u>	<u>Old National Railway Utilization Corporation Nos.</u>	<u>New Santa Fe Nos.</u>
51	PT 200048-200055 PT 200057-200099	SFLC 900000-900007 SFLC 900008-900050

GIRARD LEASING CORPORATION

BY Richard M. Cozelle
PRESIDENT

Commonwealth of Pennsylvania :
County of Philadelphia : ss.

On this *3rd* day of August, 1981 before me appeared Richard J. McConnell, to me personally known, who being by me duly sworn, says that he is President of GIRARD LEASING CORPORATION, that the foregoing instrument was signed 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]

Ruth M Cliggett
Notary Public
RUTH M. CLIGGETT, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES OCT 15, 1984
Member, Pennsylvania Association of Notaries
My Commission Expires: *Oct. 15, 1984*