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July 31, 1981

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

1-218A000
9630-7
RECORDATION NO. 9630-7 Filed AUG 6 1981 3 00 PM
AUG 6 1981 3 00 PM
INTERSTATE COMMERCE COMMISSION
Washington, D. C.

Dear Secretary Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations, I enclose for filing and recordation an original and six 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 such renumbering and which was filed with the Commission on February 11, 1981 and assigned Recordation Number 9630-H.

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

<u>Old #s</u>	<u>New #s</u>
NSL 155100-155149	SFLC 900051-900100
MNJ 120941-120984	SFLC 900101-900144

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

Lender:

American Security Bank, N.A.
1501 Pennsylvania Ave., N.W.
Washington, D.C. 20013

Debtor:

Girard Leasing Corporation
3 Girard Plaza
Philadelphia, PA 19101

H. Stone & Wilhelm
C. Quintero

872-8600

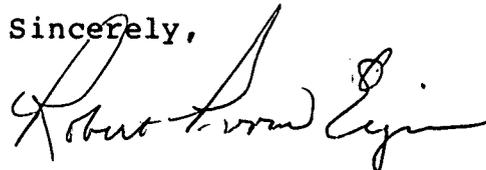
AUG 6 2 33 PM '81

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

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 original 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,

A handwritten signature in cursive script, appearing to read "Robert P. vom Eigen". The signature is written in dark ink and is positioned to the right of the word "Sincerely,".

Robert P. vom Eigen

RPvE/kjb
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/6/81

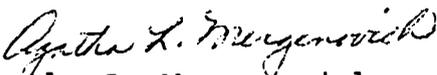
OFFICE OF THE SECRETARY

Robert P. Vom Eigen
Dechert Price & Rhoads
888 17th Street, N.W.
Washington, D.C. 20006

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 8/6/81 at 3:00pm, and assigned re-
recording number (s). 9605-N & 9630-J

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

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 10, 1981, by and between AMERICAN SECURITY BANK, N.A., a national banking association with principal offices located at 1501 Pennsylvania Avenue, N.W., Washington, D.C. 20013 ("Lender") 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 11, 1981 and assigned recordation number 9630-H. This Statement is provided by Debtor to Lender.

BACKGROUND

A. In accordance with the authority and approval of Lender, 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 ninety-four 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").

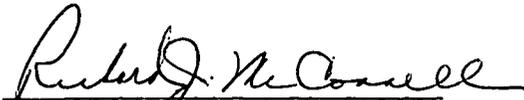
C. The First Supplement provided that as a part of the preparation of the Equipment and delivery to the Santa Fe, NAC would, at Debtor's expense, affix or see to the affixation by the Santa Fe of the Santa Fe's markings to the Equipment.

NOW THEREFORE, Debtor notifies Lender 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>
50	NSL 155100-155149	SFLC 900051-900100
44	MNJ 120941-120984	SFLC 900101-900144

GIRARD LEASING CORPORATION

BY


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