

#13

NEW NUMBER

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

* NOT A MEMBER OF D.C. BAR
* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

MAY 26 1988 11 20 AM

INTERSTATE COMMERCE COMMISSION

May 26, 1988

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

No. 8-147A051

Date MAY 26 1988

Fee \$ 13.00

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are the original and two copies of a Chattel Mortgage and Security Agreement dated December 19, 1986, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: Emons Industries, Inc.
1 West Market Street
York, Pennsylvania 17401

Owner: ET Railcar Corporation
3224 Skycroft Drive
Minneapolis, Minnesota 55418

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006

C.T. Kappler

A. Davis

FILED

Ms. Noreta R. McGee
May 26, 1988
Page Two

A short summary of the enclosed primary document to appear in the Commission's Index is:

Chattel Mortgage, and Security Agreement dated December 19, 198~~7~~ between Emons Industries, Inc., Secured Party, and ET Railcar Corporation, Owner, covering 947 boxcars bearing MPA, CPAA, SBD and WLO marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

ET RAILCAR CORP.

EXHIBIT A

947 50'6" 70-Ton, Plate C, Steel Lined Boxcars

Quantity

Identification Marks

357	MPA 37714 - 37722, 37727 - 37743, 37745 - 37746, 37748 - 37753, 37755 - 37795, 37902 - 37913, 37916, 37926 - 37955, 37957 - 37979, 37981 - 37984, 37986 - 37999, 39600 - 39608, 39610 - 39699, 39780 - 39834, 39836 - 39879
91	CPAA 209067 - 209128, 209130 - 209158
10	SBD 140972 - 140976, 140984 - 140985, 142152 - 142154
489	WLO 528000 - 528068, 528071 - 528130, 528132 - 528210, 528212 - 528347, 528349 - 528370, 528372 - 528393, 528395 - 528411, 528413 - 528443, 528445 - 528448, 528450 - 528496, 528498 - 528499

947 Total

(-) Indicates consecutive numbers

Interstate Commerce Commission
Washington, D.C. 20423

5/26

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. 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 5/26/88 at 11:30am, and assigned recordation number(s). 15650

Sincerely yours,

Narta R. McGee

Secretary

Enclosure(s)

ICC COPY
RECORDATION NO. 5650
FILED 1480

MAY 26 1988-11 44 AM

INTERSTATE COMMERCE COMMISSION

CHattel MORTGAGE AND SECURITY AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that ET RAILCAR CORPORATION ("Owner") in consideration of \$1.00 to it paid by EMONS INDUSTRIES, INC. ("Manager"), receipt of which is hereby acknowledged, does hereby bargain, sell and convey to Manager, its successors and assigns, and does hereby grant to Manager a security interest in and lien upon (under the Uniform Commercial Code, as amended, or other appropriate law) all those certain railroad freight cars used or intended to be used in interstate commerce listed in Exhibit "A" attached hereto.

TO HAVE AND TO HOLD the said railroad freight cars so bargained, sold and conveyed, or intended to be unto Manager, its successors and assigns.

The condition of this Chattel Mortgage and Security Agreement is that if Owner shall pay or cause to be paid to Manager all obligations owed at any time or from time to time by Owner to Manager under the Management Agreement dated as of December 31, 1986 between Owner and Manager, which is incorporated herein by reference as though fully set forth, and fully and faithfully preform all of Owner's obligations herein and therein contained, then this Chattel Mortgage and Security Agreement shall be void; otherwise it shall remain in full force and effect.

Should Owner fail or refuse to pay or perform any of its obligations owed to Manager under the Management Agreement, Manager shall have all rights of a secured party under the Uniform Commercial Code, including the right to take possession of the railroad freight cars hereby mortgaged.

This Chattel Mortgage and Security Agreement shall be binding upon and inure to the benefit of the successors and assigns of Owner and Manager.

Executed this 19th day of December, 1986.

ET RAILCAR CORPORATION

By: *Robert G. Gasson*
President

ATTEST:

Joseph W. Witt
Secretary

0664E

ET RAILCAR CORP.

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