



UPPER MERION & PLYMOUTH RAILROAD COMPANY

P.O. Box 404 • Conshohocken, PA 19428 • (215) 275-2066

December 23, 1982

RECORDATION NO. 10831 B Filed 1425 No. 3-0031041
 Date JAN 3 - 1983
 Fee \$ 10.00
 INTERSTATE COMMERCE COMMISSION
 ICC Washington, D. C.

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

JAN 3 1983 - 1 00 PM
INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and counterpart of the Statement of New Identification Numbers and Consent Agreement, secondary documents, under a Lease and Management Agreement dated September 18, 1979.

The primary document to which this is connected is recorded under Recordation Number 10831.

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

Lessee: Upper Merion & Plymouth Railroad Company
Box 404
Conshocken, Pennsylvania 19428

Lessor: Funding Systems Railcars, Inc.
2215 Sanders Road, Suite 370
Northbrook, Illinois 60062

Secured Party: Bank of New England
28 State Street
Boston, Massachusetts 02109

A general description of the railroad equipment covered by the enclosed documents is as follows:

Twenty-six (26) open-top hopper cars bearing reporting mark TWRY

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc. 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

RECEIVED
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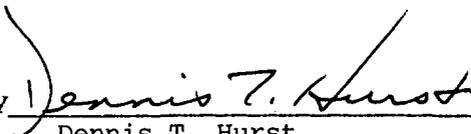
Ms. Agatha Mergenovich
Interstate Commerce Commission
December 23, 1982
Page 2

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

I am an officer of Upper Merion & Plymouth Railroad Company and have knowledge of the matters set forth herein.

Very truly yours,

Upper Merion & Plymouth Railroad Company

By 
Dennis T. Hurst

DTH/sb

Enclosure



UPPER MERION & PLYMOUTH RAILROAD COMPANY

P.O. Box 404 • Conshohocken, PA 19428 • (215) 275-2088

December 23, 1982

RECORDATION NO. 10831-B Filed 1425

James B. Shein
Funding Systems Railcars, Inc.
2215 Sanders Road, Suite 370
Northbrook, Illinois 60062

JAN 3 1983 - 1 00 PM
INTERSTATE COMMERCE COMMISSION

RE: Statement of New Identification Numbers

Dear Jim:

As previously discussed and approved, it is necessary to change the identification numbers of open-top hopper cars currently being leased under a Lease and Management Agreement dated September 18, 1979.

The new identification numbers are as follows:

<u>The Item of Equipment Bearing the Number</u>	<u>Shall be Changed to Equipment Number</u>
UMP 7156	TWRY 7156 ✓
UMP 7110	TWRY 7110 ✓
UMP 7184	TWRY 7184 ✓
UMP 7112	TWRY 7112 ✓
UMP 7131	TWRY 7131 ✓
UMP 7163	TWRY 7163 ✓
UMP 7170	TWRY 7170 ✓
UMP 7104	TWRY 7104 ✓
UMP 7177	TWRY 7177 ✓
UMP 7145	TWRY 7145 ✓
UMP 7179	TWRY 7179 ✓
UMP 7153	TWRY 7153 ✓
UMP 7160	TWRY 7160 ✓
UMP 7124	TWRY 7124 ✓
UMP 7128	TWRY 7128 ✓
UMP 7155	TWRY 7155 ✓
UMP 7159	TWRY 7159 ✓
UMP 7167	TWRY 7167 ✓
UMP 7168	TWRY 7168 ✓
UMP 7123	TWRY 7123 ✓
UMP 7192	TWRY 7192 ✓
UMP 7166	TWRY 7166 ✓
UMP 7196	TWRY 7196 ✓
UMP 7115	TWRY 7115 ✓
UMP 7193	TWRY 7193 ✓
UMP 7154	TWRY 7154 ✓

STATE OF ILLINOIS :
 :
COUNTY OF COOK :

on this 23rd day of DECEMBER, 1982, before me personally appeared Dennis T. Hurst, to me personally known, who being by me duly sworn, says that he is an authorized officer of Upper Merion & Plymouth Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate 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 said corporation.

[Seal]

Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985.

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 23rd day of DECEMBER 19, 82, I hereby certify that I have compared the attached copy of the Consent Agreement between Upper Merion & Plymouth Railroad Co. and Bank of New England dated August 6, 1982 with the original and have found the copy to be complete and identical in all respects to the original document.

[Seal]

Sharon Schumacher
Notary Public

My commission expires My Commission Expires Jan. 27, 1985



UPPER MERION & PLYMOUTH RAILROAD COMPANY

A SUBSIDIARY OF FSC CORPORATION

Box 404

CONSHOHOCKEN, PA.. 19428

TELEPHONE: (215) 275-2066

August 6, 1982

Mr. David Walsh
Bank of New England
28 State Street
Boston, MA 02109

Dear Dave:

RE: Lease and Management Agreement dated as of 9/18/79 between
Funding Systems Railcars, Inc. and Upper Merion and Plymouth
Railroad Company

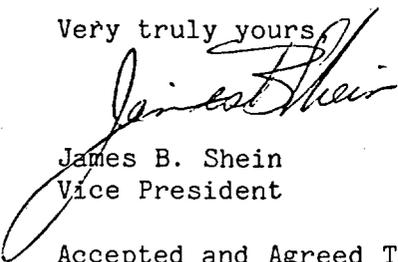
A sublease has been increased by 100 cars with CIS Equipment Leasing Corporation for a term of approximately 16 months. A copy of this railcar lease agreement, the second schedule, and a CIS annual report have been enclosed. A portion of the railcars to be used to fulfill this sublease obligation will include open top hopper cars from the above referenced contract.

It will therefore be necessary to change the identification numbers on otherwise idle open top hopper cars to reflect the railroad user identification marking for submission to UMLER and recognition of the car hire earnings. The new identification numbers will be filed with the Interstate Commerce Commission. You will be furnished with proof of this recordation as soon as confirmation is received from Washington, D.C.

Please acknowledge your consent to the re-marking of the open top hopper cars from UMP to TWRY. There will not be a number change, only the prefix.

I would appreciate your immediate attention to this matter.

Very truly yours,


James B. Shein
Vice President

JBS/jc
Enclosures

Accepted and Agreed To:

Bank of New England

By: 

Title: A.V.P.

Date: 8/30/82

STATE OF ILLINOIS :
 :
COUNTY OF COOK :

On this 30th day of August, 1982, before me personally appeared DAVID WALSH, to me personally known, who being by me duly sworn, says that he is an authorized officer of Bank of New England, that one of the seals affixed to the foregoing instrument is the corporate 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 said corporation.

Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985

[Seal]

STATE OF ILLINOIS :
:
COUNTY OF COOK :

On this 6th day of AUGUST, 1982, before me personally appeared James B. Shein, to me personally known, who being by me duly sworn, says that he is an authorized officer of Upper Merion & Plymouth Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate 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 said corporation.

[Seal]

Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985