

REGISTRATION NO. Filed 1425

APR 16 1980 2:00 PM

RECORDATION NO. 11676 Filed 1425

APR 16 1980 -2 00 PM

INTERSTATE COMMERCE COMMISSION

Mellon National Leasing Corporation

Suite 3629
Mellon Bank Building
Pittsburgh, Pennsylvania 15219
412/232-5061

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

April 14, 1980

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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11676 No. 0-107A031 Filed 1425

Date APR 16 1980

Fee \$ 200.00

APR 16 1980 -2 00 PM

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Secretary of the Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

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INTERSTATE COMMERCE COMMISSION

Dear Sir:

Please find enclosed three multiple originals of each of the following:

1. Agreement and Lease dated as of March 1, 1980 between Mellon National Leasing Corporation, a Pennsylvania corporation ("Mellon"), as lessor, and Emons Industries, Inc., a New York corporation ("Emons"), as lessee, of 100 new gondola railroad cars bearing identification numbers SB 6000 to 6099 inclusive and the name of Mellon. 11676

2. Gondola Car Agreement No. 1 dated as of September 7, 1979 between Emons and South Buffalo Railway Company ("Railroad"), pursuant to which Emons shall make gondola cars SB 6000 through 6049 available for use by Railroad. 11676-B

3. Gondola Car Agreement No. 2 dated as of September 7, 1979 between Emons and Railroad, pursuant to which Emons shall make gondola cars SB 6050 through 6099 available for use by Railroad. 11676-C

4. Supplement No. 1 to Gondola Car Agreement No. 1 dated April 9, 1980 between Emons and Railroad. 11676-D

5. Supplement No. 1 to Gondola Car Agreement No. 2 dated April 9, 1980 between Emons and Railroad. 11676-E

6. Assignment and Security Agreement dated as of March 1, 1980 among Emons, as debtor, Mellon, as secured party, and Railroad covering all of Emons' right, title and interest in and to the Gondola Car Agreements. 11676-A

Also enclosed is a check in the amount of \$180 for recording said documents. Please record the documents in the following order: Agreement and Lease, Assignment and Security Agreement, Gondola Car Agreement No. 1, Gondola Car Agreement No. 2, Supplement No. 1 to Gondola Car Agreement No. 1 and Supplement No. 1 to Gondola Car Agreement No. 2.

C. Cloutier Nancy Clayton

April 14, 1980

The addresses of the parties to the documents are
as follows:

Mellon National Leasing Corporation
3629 Mellon Bank Building
Pittsburgh, Pennsylvania 15219

Emons Industries, Inc.
490 East Market Street
York, Pennsylvania 17403

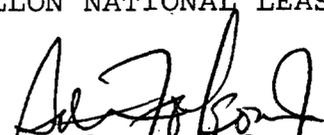
South Buffalo Railway Company
1275 Daly Avenue
Bethlehem, Pennsylvania 18015

Please return one copy of each document and official
recording receipt to the undersigned at Mellon's address.
Thank you.

Very truly yours,

MELLON NATIONAL LEASING CORPORATION

By


its Vice President

11676-2

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SUPPLEMENT NO. 1
TO GONDOLA CAR AGREEMENT NO. 1 INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1, dated April 9, 1980, to GONDOLA CAR AGREEMENT NO. 1, dated September 7, 1979, between EMONS INDUSTRIES, INC., a New York corporation (the "Emons"), and SOUTH BUFFALO RAILWAY COMPANY, a New York corporation ("the "Railroad").

Emons and the Railroad have heretofore entered into four Gondola Car Agreements dated September 7, 1979, one of which agreements is entitled "Gondola Car Agreement No. 1", and

Gondola Car Agreement No. 1 provides for the use by the Railroad, for the term specified in such agreement, of fifty (50) one hundred ton, fifty two foot six inch railroad gondola cars (the "Gondola Cars").

NOW, THEREFORE, Emons and the Railroad agree that the equipment bearing the markings SB 6000 through SB 6049, inclusive, shall constitute the fifty (50) Gondola Cars subject to Gondola Car Agreement No. 1.

IN WITNESS WHEREOF, Emons and the Railroad have caused this Supplement No. 1 to Gondola Car Agreement No. 1 to be duly sealed and executed as of the day and year first above written.

EMONS INDUSTRIES, INC.

By: *Robert Grossman*
Title: *Chief Executive Officer*

SOUTH BUFFALO RAILWAY COMPANY

Attest:

Judge Haulman
(Corporate Seal)
1st Secy.

Attest:

R. Hamann
(Corporate Seal)
Secretary

By: *T. Hamann*
Title: President

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF NORTHAMPTON)

: SS:

April 10 , 1980

On this 10th day of April, 1980, before me personally appeared R. O. Hancox, to me personally known, who, being by me duly sworn, says that he is the Secretary of SOUTH BUFFALO RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of the By-laws of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


NOTARY PUBLIC

My commission Expires:

NOTARY PUBLIC
BETHLEHEM, NORTHAMPTON COUNTY, PA.
My Commission expires January 20, 1982

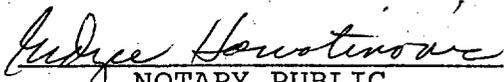
COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF YORK)

: SS:

April 9 , 1980

On this 9th day of April, 1980, before me personally appeared Robert Grossman, to me personally known, who, being by me duly sworn, says that he is the Chief Executive Officer of EMONS INDUSTRIES, INC., one of the corporations described in and which executed the foregoing instrument; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES
JANUARY 31, 1981
YORK, YORK COUNTY, PA.

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF NORTHAMPTON)

: SS:

April 10 , 1980

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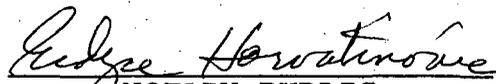
COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF YORK)

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April 9 , 1980

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NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES
JANUARY 31, 1981
YORK, YORK COUNTY, PA.

