

THE PITTSBURGH & LAKE ERIE RAILROAD COMPANY

13827A

G. EDWARD YURCON
GENERAL COUNSEL

RECORDATION NO. Filed 1425

324 P&LE TERMINAL BUILDING
PITTSBURGH, PA. 15219
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MARK T. WADSWORTH
ATTORNEYS

OCT 29 1982-9 5:51 AM

INTERSTATE COMMERCE COMMISSION

October 29, 1982

2-302A046

13827 No.
RECORDATION NO. Filed 1425
OCT 29 1982

OCT 29 1982-9 5:51 AM Fee \$ 60.00

INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

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

Enclosed for filing with the Commission pursuant to Section 11303(a) of the Interstate Commerce Act are four executed originals and three additional copies of Railroad Equipment Lease, dated as of October 28, 1982, covering 252 used railroad freight cars. The names and addresses of the parties to the transaction are as follows:

- OWNER: The Pittsburgh and Lake Erie Railroad Company
Smithfield and Carson Streets
Pittsburgh, Pa. 15219
- LESSEE: Youngstown & Southern Railway Company
7891 Southern Boulevard
Youngstown, Ohio 44512

The following is a general description of the railroad equipment covered by said document:

<u>No. of Units</u>	<u>Description</u>	<u>A.A.R. Mechanical Designation</u>	<u>Identifying Road Nos.</u>
252	50' 55-ton Box Cars	XP	Y&S 4000-4382

Also enclosed are four executed originals and three additional copies of Assignment of Railroad Equipment Lease, dated as of October 29, 1982, whereby The Pittsburgh and Lake Erie Railroad Company assigns all of its right, title and interest to the above Railroad Equipment Lease to Manufacturers Hanover Trust Company.

Handwritten signature: Stanley Paul R...

RECEIVED
 OCT 29 9 47 AM '82
 I.C.C.
 OPERATIONS DIV.

Ms. Agatha Mergenovich

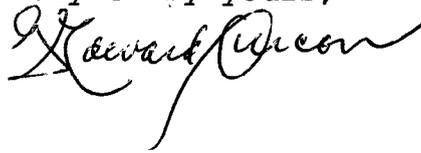
-2-

October 28, 1982

Further enclosed are two P&LE RR Company vouchers, each payable to the Treasurer of the United States, one in the amount of \$50.00 to cover the filing fee for the Lease, and the other in the amount of \$10.00 to cover the filing fee for the Assignment, as prescribed by the Commission in its rules and regulations.

Please acknowledge receipt at your earliest convenience by stamping and returning to me three executed originals and two copies of the documents.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Howard Queen". The signature is written in black ink and is positioned below the typed text "Very truly yours,".

encs.

RECORDATION NO. 13827-*A* Filed 1425

OCT 29 1982 9 53 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF RAILROAD EQUIPMENT LEASE
("Assignment")

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The Pittsburgh and Lake Erie Railroad Company ("P&LE") hereby assigns, transfers and sets over to Manufacturers Hanover Trust Company (the "Bank"), all of its right, title and interest in and to that certain Railroad Equipment Lease dated as of October 28, 1982, between P&LE and Youngstown & Southern Railway Company ("Y&S"), and recorded with the Interstate Commerce Commission pursuant to Section 11303(a) of the Interstate Commerce Act (the "Act") on October 29, 1982, and assigned Recordation No. *13827-A* Provided, however, so long as P&LE is not in default under any of its obligations to the Bank, P&LE shall be entitled to receive from Y&S all rental payments and all other payments which are required from time to time under said Lease, and Provided, Further, that P&LE shall remain bound by all of the obligations set forth and contained in said Railroad Equipment Lease.

P&LE hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as the Bank may request in order to carry out the purpose of this transaction.

IN WITNESS WHEREOF and intending to be legally bound, P&LE has caused this Assignment to be executed by its duly authorized officer and its corporate seal duly attested to be hereto affixed this 29th day of October, 1982.

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

By *H. V. Allen Jr.*
President

ATTEST:

Howard Green
Assistant Secretary

We hereby consent to the aforesaid Assignment
this 29th day of October, 1982.

YOUNGSTOWN & SOUTHERN RAILWAY
COMPANY

By *G. E. Henschwade*
President

ATTEST:

Howard Green
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA))
COUNTY OF ALLEGHENY)) ss:

On this 29th day of October, 1982, before me, the undersigned Notary Public, personally appeared H. G. ALLYN, Jr., who, being by me duly sworn, acknowledged that he is President of The Pittsburgh and Lake Erie Railroad Company; that he executed the foregoing instrument for and on behalf of said corporation and that the execution of the foregoing instrument was the free act and deed of said corporation.

Michelle P. Sullivan

My commission expires: Dec 23, 1985

MICHELLE P. SULLIVAN, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES DEC. 23, 1985
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA))
) ss:
COUNTY OF ALLEGHENY)

On this 29th day of October, 1982, before me,
the undersigned Notary Public, personally appeared GORDON E.
NEUENSCHWANDER who, being by me duly sworn, acknowledged that
he is President of Youngstown & Southern Railway Company;
that he executed the foregoing instrument for and on behalf
of said corporation and that the execution of the foregoing
instrument was the free act and deed of said corporation.

Michelle P. Sullivan

My commission expires: Dec. 23, 1985

MICHELLE P. SULLIVAN, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES DEC. 23, 1985
Member, Pennsylvania Association of Notaries