- D (Assignment)
- E (Consent)

LAW OFFICES
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April 1, 1983

13995 E
RECORDATION NO. ..... Filed 1425
APR 1 1983 -11 45 AM
INTERSTATE COMMERCE COMMISSION

13995 D
RECORDATION NO. ..... Filed 1425
APR 1 1983 -11 45 AM
INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Mergenovich:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and one certified true copy each of an Assignment of Lease and Rents dated as of March 28, 1983 and a Consent to Assignment and Non Disturbance Agreement dated March 28, 1983, secondary documents as defined by the provisions of 49 C.F.R. §1116.1(b).

The enclosed documents relate to a Lease dated June 4, 1982 between GWI Leasing Corporation, Lessor, and Charles Schaefer & Sons, Inc., Lessee, which was duly filed and recorded at 9:15 a.m. on July 27, 1982 and assigned Recordation Number 13707.

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

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

<u>Assignment of Lease and Rents</u>

Assignor: GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut

Assignee: Marine Midland Leasing Corporation
One Marine Midland Center
Buffalo, New York 14240

<u>Consent</u> Assignor and Assignee, as above

Charles Schaefer & Sons, Inc.
Post Office Box 236
Elizabeth, N.J. 07207

Counterpart C. Kappler

Genesee and Wyoming Railroad Company
3846 Retsof Road
Retsof, New York 14539

Kindly return the original copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of $20 covering the required recordation fees.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

RECORDATION NO. 13995 Filed 1425
APR 1 1983 -11 45 AM
INTERSTATE COMMERCE COMMISSION

CONSENT TO ASSIGNMENT

AND NON-DISTURBANCE AGREEMENT

THIS AGREEMENT, made this 28TH day of March, 1983, by and between Charles Schaefer & Sons, Inc. ("Schaefer"), a New Jersey corporation, GWI Leasing Corporation ("GWILC"), a Delaware corporation, Genesee and Wyoming Railroad Company ("GWRR"), a New York corporation and Marine Midland Leasing Corporation ("MMLC"), a New York corporation.

Recitals:

By Lease dated June 4, 1982, Schaefer is leasing from GWILC approximately 10 covered hopper cars (the "Cars"). GWILC proposes to sell the Cars to MMLC. MMLC will then lease the Cars to GWRR pursuant to a lease agreement (the "GWRR Lease"). GWRR shall then sublease the Cars back to GWILC pursuant to a sublease agreement (the "GWILC Sublease"). The June 4, 1982 Lease between GWILC and Schaefer shall remain in effect. To induce MMLC to lease the Cars to GWRR and to consent to the sublease of the Cars to GWILC and the further sublease to Schaefer, GWRR has delivered to MMLC an Assignment of Lease with regard to the GWILC Sublease and GWILC has delivered to MMLC an Assignment of Lease with regard to the June 4, 1982 Lease (individually referred to as "Assignment of Lease" and collectively as the "Assignments of Lease").

Terms:

NOW THEREFORE, in consideration of the mutual covenants contained herein, the parties agree as follows:

1. Schaefer hereby consents to (i) the sale of the Cars by GWILC to MMLC, (ii) the lease of the Cars from MMLC to GWRR pursuant to the GWRR Lease, (iii) the sublease of the Cars from GWRR to GWILC pursuant to the GWILC Sublease, (iv) the Assignment of Lease from GWRR to MMLC with respect to the GWILC Sublease and (v) the Assignment of Lease from GWILC to MMLC with regard to the June 4, 1982 Lease.

2. Schaefer acknowledges that its rights under the June 4, 1982 Lease are and shall, at all times, be subject and subordinated to the rights of MMLC and GWRR as Lessors under the GWRR Lease and the GWILC Sublease and the rights of MMLC as assignee under the Assignment of Lease.

3. GWILC, GWRR and MMLC agree that they will not disturb the possession of Schaefer under the June 4, 1982 Lease, provided only that Schaefer is not in default under any of the terms and conditions of such Lease.

4. All the provisions of the June 4, 1982 Lease between Schaefer and GWILC remain in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year first set forth above.

CHARLES SCHAEFER & SONS, INC.

By: _____
WALTER E. BELL, ASST. SECRETARY

GWI LEASING CORPORATION

By: _____

GENESEE AND WYOMING RAILROAD COMPANY

By: Gerald E. Johnson, President

MARINE MIDLAND LEASING CORPORATION

By: _____, Pres.

STATE OF NEW YORK)
SS:
COUNTY OF MONROE)

On this 28 day of March, 1983, before me personally came GERALD E JOHNSON, to me personally known, who being by me duly sworn, says that he resides in Nunda, New York; that he is President of Genesee and Wyoming Railroad Company, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

James B Gray Jr

Notary Public ... Co.
... 1983

STATE OF NEW YORK)
SS:
COUNTY OF ~~MONROE~~ Erie)

On this 29th day of March, 1983, before me personally came PAUL M. SCIANDRA, to me personally known, who being by me duly sworn, says that he resides in East Aurora, New York; that he is PRESIDENT of Marine Midland Leasing Corporation, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

John D. Small

JOHN D. SMALL
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 30, 1985

STATE OF ~~NEW YORK~~ NEW JERSEY)
SS:
COUNTY OF ~~MONROE~~ UNION)

On this 23rd day of March, 1983, before me personally came WALTER E. BELL, to me personally known, who being by me duly sworn, says that he resides in RAMSEY N.J., ; that he is ASST. SECRETARY of Charles Schaefer & Sons, Inc., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that is was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Debra L. Brandao
Notary Public

DEBRA L. BRANDAO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 12, 1987

STATE OF ~~NEW YORK~~ Connecticut)
SS:
COUNTY OF ~~MONROE~~ Fairfield)

On this 28th day of March, 1983, before me personally came Edward J. Stewart III, to me personally known, who being by me duly sworn, says that he resides in New Canaan, Connecticut ~~New York~~; that he is President of GWI Leasing Corporation, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Joan M. Pignataro
JOAN M. PIGNATARO
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1987