

710  
13995-6

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  
440348 CDAA UI

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

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D. C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

April 4, 1983

REGISTRATION NO. 13995-M Filed 1425

APR 7 1983 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

No. APR 7 1983

Date \_\_\_\_\_

Fee \$ 10.00

ICC Washington, D. C.

3-087A075

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 of a Consent to Assignment and Non-Disturbance Agreement dated March 25, 1983, a "secondary document" as that term is defined in the Commission's Rules for the Recordation of Documents (as revised).

The enclosed document relates to an Assignment of Lease and Rents dated as of March 28, 1983 which was duly filed and recorded at 11:45 a.m. on April 1, 1983 and assigned Recordation Number 13995-F.

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

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

GWI Leasing Corporation  
71 Lewis Street  
Greenwich, Connecticut 06830

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

International Salt Company  
Clarks Summit, Pennsylvania 18411

RECEIVED  
APR 7 1983  
SECTION 301

*Quintana O.T. Kamenler*

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
April 4, 1983  
Page Two

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

Kindly return the original copy of the enclosed document 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 \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,

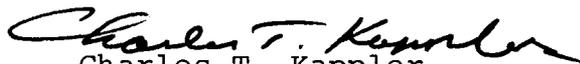
  
Charles T. Kappler

EXHIBIT A

To Lease, dated February 5, 1980, between GWI Leasing Corporation and International Salt Company.

100-ton; 3,500 cubic feet capacity steel covered hopper cars, manufactured by various manufacturers.

<u>Serial Number</u>	<u>Running Number</u>
31908	GWIX31908
31909	GWIX31909
31913	GWIX31913
31918	GWIX31918
31919	GWIX31919
31924	GWIX31924
31928	GWIX31928
31930	GWIX31930
31931	GWIX31931
31933	GWIX31933
31948	GWIX31948
31952	GWIX31952
31954	GWIX31954
32094x	GWIX32094
<del>32099x</del>	<del>GWIX32099</del>
32115x	GWIX32115
32116x	GWIX32116
38061	GWIX38061
38066	GWIX38066
38085	GWIX38085
38090	GWIX38090
38091	GWIX38091
38092	GWIX38092
38094	GWIX38094
38103	GWIX38103
38106	GWIX38106
38111	GWIX38111
38124	GWIX38124
38131	GWIX38131
38135	GWIX38135
38136	GWIX38136
38138	GWIX38138
38140	GWIX38140
38147	GWIX38147
39017	GWIX39017
40001	GWIX40001
40002	GWIX40002
40004	GWIX40004
40005	GWIX40005
40006	GWIX40006
40008	GWIX40008

## Schedule 1' (Continued)

<u>Serial Number</u>	<u>Running Number</u>
40009	GWIX40009
40010	GWIX40010
40011	GWIX40011
40012	GWIX40012
40013	GWIX40013
40014	GWIX40014
40015	GWIX40015
40016	GWIX40016
40017	GWIX40017
40018	GWIX40018
40019	GWIX40019
51309	GWIX51309
51375	GWIX51375
51383	GWIX51383
51401	GWIX51401
51404	GWIX51404
51411	GWIX51411
51414	GWIX51414
51421	GWIX51421
51423	GWIX51423
51427	GWIX51427
51432	GWIX51432
51435	GWIX51435
51437	GWIX51437
51438	GWIX51438
51439	GWIX51439
51442	GWIX51442
51448	GWIX51448
51449	GWIX51449
51453	GWIX51453
51454	GWIX51454
51455	GWIX51455
51457	GWIX51457
51463	GWIX51463
51464	GWIX51464
51469	GWIX51469
51475	GWIX51475
51478	GWIX51478
51479	GWIX51479
51483	GWIX51483
51485	GWIX51485
51489	GWIX51489
51490	GWIX51490
51491	GWIX51491
<del>51492</del>	<del>GWIX51492</del>
51551	GWIX51710
51558	GWIX51712

## Schedule 1' (Continued)

<u>Serial Number</u>	<u>Running Number</u>
51561	GWIX51715
51617	GWIX51617
51623	GWIX51623
51651	GWIX51651
51653	GWIX51653
51654	GWIX51654
51658	GWIX51658
51659	GWIX51659
51660	GWIX51660
51661	GWIX51661
51663	GWIX51663
51664	GWIX51664
51669	GWIX51669
51670	GWIX51670
51672	GWIX51672
51673	GWIX51673
51674	GWIX51674
51707	GWIX51707
51724	GWIX51724
51802	GWIX51802
51806	GWIX51806
51810	GWIX51810
51812	GWIX51812
51814	GWIX51814
51815	GWIX51815
51817	GWIX51817
51818	GWIX51818
51819	GWIX51819
51820	GWIX51820
51822	GWIX51822
51823	GWIX51823
51826	GWIX51826
51829	GWIX51829
51837	GWIX51837
51854	GWIX51854
51859	GWIX51859
51860	GWIX51860
51861	GWIX51861
51862	GWIX51862
51863	GWIX51863
51864	GWIX51864
51865	GWIX51865
<del>51866</del>	<del>GWIX51866</del>
51987	GWIX51987
51988	GWIX51988
51989	GWIX51989
51995	GWIX51995

## Schedule 1' (Continued)

<u>Serial Number</u>	<u>Running Number</u>
52030	GWIX52030
52032	GWIX52032
52034	GWIX52034
52036	GWIX52036
52038	GWIX52038
52039	GWIX52039
52040	GWIX52040
52041	GWIX52041
52042	GWIX52042
52045	GWIX52045
54046	GWIX52046
52047	GWIX52047
52049	GWIX52049
52050	GWIX52050
52051	GWIX52051
52053	GWIX52053
52056	GWIX52056
52057	GWIX52057
52059	GWIX52059
52060	GWIX52060
52062	GWIX52062
52063	GWIX52063
52064	GWIX 52064
52065	GWIX52065
52066	GWIX52066
52067	GWIX52067
52068	GWIX52068
52069	GWIX52069
52070	GWIX52070
52071	GWIX52071
52072	GWIX52072
52073	GWIX52073
52074	GWIX52074
52075	GWIX52075
52076	GWIX52076
<del>52077</del>	<del>GWIX52077</del>
52078	GWIX52078
52079	GWIX52079
52080	GWIX52080
52081	GWIX52081
52083	GWIX52083
52084	GWIX52084
52085	GWIX52085
52086	GWIX52086
52088	GWIX52088
52089	GWIX52089
52090	GWIX52090

## Schedule 1' (Continued)

<u>Serial Number</u>	<u>Running Number</u>
52091	GWIX52091
52092	GWIX52092
52093	GWIX52093
52095	GWIX52095
52097	GWIX52097
52098	GWIX52098
52101	GWIX52101
52103	GWIX52103
52104	GWIX52104
52105	GWIX52105
52107	GWIX52107
52108	GWIX52108
52109	GWIX52109
52111	GWIX52111
52113	GWIX52113
52115	GWIX52115
52116	GWIX52116
52117	GWIX52117
52119	GWIX52119
52120	GWIX52120
52122	GWIX52122
52123	GWIX52123
52124	GWIX52124
52125	GWIX52125
52126	GWIX52126
52128	GWIX52128
52129	GWIX52129
52130	GWIX52130
52131	GWIX52131
52132	GWIX52132
52134	GWIX52134
52135	GWIX52135
52137	GWIX52137
52138	GWIX52138
<del>52139</del>	<del>GWIX52139</del>
52140	GWIX52140
52141	GWIX52141
52142	GWIX52142
52143	GWIX52143
52145	GWIX52145
52147	GWIX52147
52148	GWIX52148
52150	GWIX52150
52151	GWIX52151
52152	GWIX52152
52153	GWIX52153
<del>52154</del>	<del>GWIX52154</del>

## Schedule 1' (Continued)

<u>Serial Number</u>	<u>Running Number</u>
52155	GWIX52155
52156	GWIX52156
52158	GWIX52158
52159	GWIX52159
52160	GWIX52160
52161	GWIX52161
52164*	GWIX52164
52165	GWIX52165
52166	GWIX52166
52167	GWIX52167
52168	GWIX52168
52169	GWIX52169
52170	GWIX52170
52172	GWIX52172
52173	GWIX52173
52176	GWIX52176
52177	GWIX52177
52179	GWIX52179
52180	GWIX52180
52181	GWIX52181
52182	GWIX52182
52183	GWIX52183
52184	GWIX52184
52185	GWIX52185
52186	GWIX52186
52187	GWIX52187
52188	GWIX52188
52189	GWIX52189
<del>52190</del>	<del>GWIX52190</del>
52192	GWIX52192
52193	GWIX52193
52194	GWIX52194
52195	GWIX52195
52197	GWIX52197
52198	GWIX52198
52199	GWIX52199
52200	GWIX52200
52201	GWIX52201
52202	GWIX52202
52203	GWIX52203
52204	GWIX52204
52207	GWIX52207
52208	GWIX52208
52209	GWIX52209
52210	GWIX52210
52212	GWIX52212
52214	GWIX52214

Schedule 1' (Continued)

<u>Serial Number</u>	<u>Running Number</u>
52215	GWIX52215
52216	GWIX52216
<del>52217</del>	<del>GWIX52217</del>
52218	GWIX52218
52219	GWIX52219
52222	GWIX52222
52224	GWIX52224
52225	GWIX52225
<del>52226</del>	<del>GWIX52226</del>
52227	GWIX52227
52228	GWIX52228
52229	GWIX52229
52242	GWIX52242
52243	GWIX52243
<del>52453</del>	<del>GWIX52453</del>
52484	GWIX52484
90033	GWIX90033
90068	GWIX90068
90074	GWIX90074
90084	GWIX90084
90011	GWIX90103
90019	GWIX90106
90042	GWIX38068
90071	GWIX38070
90086	GWIX90086
90091	GWIX90091
90093	GWIX90093
90097	GWIX90097
90099	GWIX38084

GW I LEASING CORPORATION

Dated: MAY 6, 1980

By: Gerald E. Johnson  
SECRETARY

INTERNATIONAL SALT COMPANY

Dated: MAY 20, 1980

By: G. Keith Ramsden

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/7/83

OFFICE OF THE SECRETARY

**Charles T. Kappler, Esq.**  
**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 **4/7/83** at **12:25pm**, and assigned re-  
recording number(s). **13995-G**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

REGISTRATION NO. 13995 M  
FILED 1425

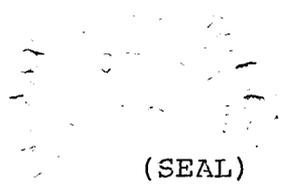
APR 7 1983 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

DISTRICT OF COLUMBIA SS:

On this 4th day of April 1983 the undersigned Notary Public says that she has compared the attached copy to the original of a Consent to Assignment and Non-Disturbance Agreement dated March 25, 1983 between International Salt Company, GWI Leasing Corporation, Genesee and Wyoming Railroad Company and Marine Midland Leasing Corporation, and such copy is complete and indetical in all respects to the original document.

*Janna S. Kabatznick*  
\_\_\_\_\_  
Notary Public



(SEAL)

My commission expires ~~My Commission expires~~ December 14, 1987

CONSENT TO ASSIGNMENT

RECORDATION NO. 13995-18 Filed 1425

AND NON-DISTURBANCE AGREEMENT APR 7 1983 - 12 25 Pm

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, made this 25th day of March, 1983, by and between International Salt Company ("ISCO"), 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 February 5, 1980, ISCO is leasing from GWILC approximately 287 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 February 5, 1980 Lease between GWILC and ISCO 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 ISCO, 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 February 5, 1980 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. ISCO 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 February 5, 1980 Lease.

2. ISCO acknowledges that its rights under the February 5, 1980 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 ISCO under the February 5, 1980 Lease, provided only that ISCO is not in default under any of the terms and conditions of such Lease.

4. All the provisions of the February 5, 1980 Lease between ISCO 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.

INTERNATIONAL SALT COMPANY

By: *D.R. Allen, D.*  
Vice President and General Manager  
Highway and Chemical

GWIL LEASING CORPORATION

By: *Gerald J. Stewart, Pres.*

GENESEE AND WYOMING RAILROAD COMPANY

By: *Gerald E. Johnson, PRESIDENT*

MARINE MIDLAND LEASING CORPORATION

By: *Auth. Scandia, Pres.*



PENNSYLVANIA<sup>29</sup>  
STATE OF ~~NEW YORK~~ )  
SS:  
COUNTY OF ~~MONROE~~ )<sup>29</sup>  
LACKAWANNA

On this 25th day of March, 1983, before me personally came Donald L. Allen, Jr. \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he resides in Clarks Summit \_\_\_\_\_, PA ~~NEW YORK~~; that he is VP & Gen. Mgr. Hwy. & Chemical of International Salt 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.

Notary Public for Lackawanna County, Pa. June S. Johnson  
My Commission Expires Nov. 25, 1985

CONNECTICUT  
STATE OF ~~NEW YORK~~ )  
SS:  
COUNTY OF ~~MONROE~~ )  
FAIRFIELD

On this 29<sup>th</sup> day of March, 1983, before me personally came Edmund J. Stewart III, to me personally known, who being by me duly sworn, says that he resides in Clarks Summit, Pa. ~~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