

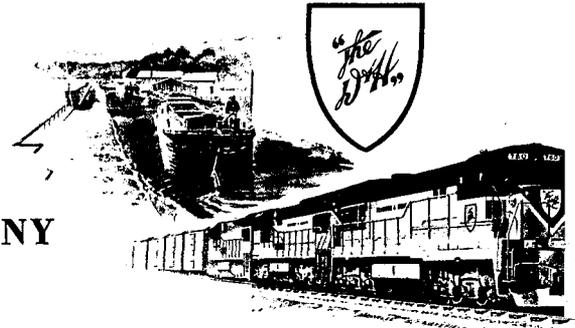
RECORDATION NO. 13909-C Filed 1425

FFB 14 1983 -12 00 PM

INTERSTATE COMMERCE COMMISSION

DELAWARE AND HUDSON RAILWAY COMPANY

ALBANY, NEW YORK 12207



Dependable Transportation Since 1823

3-045A061

No. FEB 14 1983
Date
Fee \$ 10.00
ICC Washington, D. C.

February 4, 1983

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D. C. 20423

Attention: Mildred Lee
Recordation Clerk

Dear Secretary:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an agreement to assign interest in lease, a secondary document dated as of December 30, 1982.

The primary document to which this is connected is recorded under Recordation No. 13909-A.

The names and addresses of the parties to this document are as follows:

Assignor: Delaware and Hudson Railway Company
40 Beaver Street
Albany, New York

Assignee: United States Railway Association
955 L'Enfant Plaza North, S.W.
Washington, D. C. 20595

A description of the equipment covered by the document follows:

RECEIVED
FEB 14 11 53 AM '83
FREE OPERATION BR.

Interstate Commerce Commission
Page 2
February 4, 1983

One hundred twenty-eight (128) 100 ton open top triple door hopper cars bearing the following road numbers of Delaware and Hudson Railway Company:

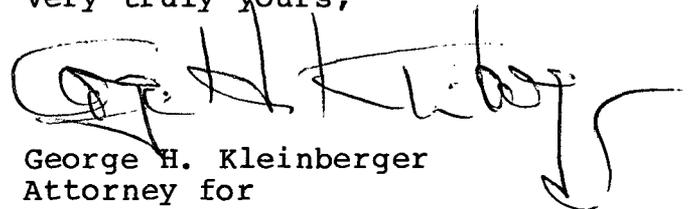
1000 - 1005
1007
1008
1010 - 1052
1054
1056 - 1075
1077
1078
1080 - 1089
1091 - 1124
1126 - 1135

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to George H. Kleinberger, Esq., Corporate Counsel, Delaware and Hudson Railway Company, 40 Beaver Street, Albany, New York 12207.

A short summary of the document to appear in the index follows:

Agreement to Assign Interest in Lease between Delaware and Hudson Railway Company (D&H) and United States Railway Association (USRA) dated as of December 30, 1982 under which D&H agrees to obligate Citibank, N.A. to reassign a lease of 128 100 ton open top triple door hopper cars bearing D&H railroad numbers 1000 - 1005, 1007, 1008, 1010 - 1052, 1054, 1056 - 1075, 1077, 1078, 1080 - 1089, 1091 - 1124, 1126 - 1135 to USRA and to United States of America, acting through the Administrator of the Federal Railroad Administration.

Very truly yours,



George H. Kleinberger
Attorney for
Delaware and Hudson
Railway Company

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY
George H. Kleinberger
Delaware & Hudson Rwy. Co.
40 Beaver Street
Albany, New York 12207

February 14, 1983

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 2/14/83 at 12:00PM, and assigned re-
recording number(s). 13909-B, 13909-C, & 13909-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 13909- C
FILED 1425

FFB 14 1983 - 12 00 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT TO ASSIGN INTEREST IN LEASE

AGREEMENT made as of the 30th day of December, 1982,

between

DELAWARE AND HUDSON RAILWAY COMPANY,
a Delaware corporation, with a principal office at 40 Beaver Street,
Albany, New York,

ASSIGNOR

and

UNITED STATES RAILWAY ASSOCIATION,
established pursuant to Section 201 of the Regional Rail Reorganization Act of 1973 as a non-profit government corporation organized under the District of Columbia Non-Profit Corporation Act, with its principal office at 955 L'Enfant Plaza North, S.W., Washington, D.C. 20595

and

THE UNITED STATES OF AMERICA, acting through the Administrator of the FEDERAL RAILROAD ADMINISTRATION by a delegation of authority from the Secretary of Transportation published at 49 C.F.R. 1.49(u), whose offices are at 400 Seventh Street, S.W., Washington, D.C., hereinafter referred to as UNITED STATES OF AMERICA,

ASSIGNEES.

W I T N E S S E T H

WHEREAS:

A. In accordance with the provisions of Section 6.14 of the First and General Mortgage of The Delaware and Hudson Railroad Corporation dated as of May 1, 1963, (First Mortgage) Citibank, N.A. (formerly First National City Bank), Trustee, ASSIGNOR is by Assignment of Interest in Lease made as of the date hereof (First Assignment) assigning to Citibank all of ASSIGNOR'S interest in a certain lease of railroad Equipment dated as of December 23, 1982 between XTRA, Inc., Lessor, and Delaware and Hudson Railway Company, Lessee (the Lease),

B. ASSIGNOR, by Mortgage dated March 15, 1976, as particularly supplemented by a Second Supplemental Indenture dated February 9, 1978 (Mortgage) has mortgaged certain property, of which the below described Equipment is a part, to ASSIGNEES,

C. In accordance with the provisions of Paragraph 6 of the First Assignment, Citibank is required to reassign the Lease to ASSIGNEES or to such other person as may be designated by ASSIGNEES, (hereinafter collectively ASSIGNEES) upon the satisfaction of the First Mortgage.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, promises, agreements, and

conditions expressed herein, it is mutually agreed as follows:

1. That ASSIGNOR shall obligate Citibank, N.A. to reassign the lease to ASSIGNEES upon satisfaction of the First Mortgage.

2. That, effective upon the satisfaction of the Mortgage ASSIGNEES hereby assign all of their interest in the Lease to ASSIGNOR,

3. That the railroad Equipment covered by the Lease is described in Schedule A, attached hereto and made a part hereof.

4. That ASSIGNOR shall continue to remit to the Lessor of the Lease any or all of the rental and other payments set forth in the Lease and shall perform all of the covenants and shall adhere to all of the conditions contained in the Lease to be performed or adhered to by ASSIGNOR as Lessee thereof and nothing herein shall be deemed to release ASSIGNOR from any liability under said Lease.

5. That, in their sole discretion, ASSIGNEES shall have the right to remit to the Lessor of the Lease any payments required by the Lease to be made by the Lessee thereunder or to perform any other obligations of the Lessee thereunder for the purpose of protecting ASSIGNEES' rights under this agreement.

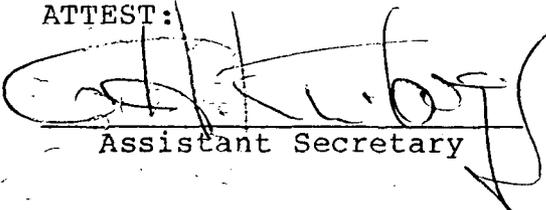
ASSIGNOR shall fully and promptly reimburse ASSIGNEES for any payments made by ASSIGNEES to the Lessor of the Lease or for any costs or expenses incurred by ASSIGNEES in performing ASSIGNOR'S obligations in accordance with this Paragraph 5 immediately upon being presented by ASSIGNEES with a statement therefor.

6. That so long as no default exists under this agreement nothing in this agreement shall in any way limit the right of ASSIGNOR (1) to use and operate the railroad Equipment described in Paragraph 3, above, in normal railroad service, or (2) to permit such Equipment to go upon the property of other railroads in normal interchange service, pooling arrangements, or in transactions of a similar nature.

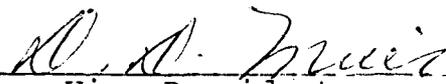
IN WITNESS WHEREOF, the parties hereto have caused their respective corporate seals to be hereunder

affixed, duly attested, and this agreement to be signed by their respective proper officers the day and year first above written.

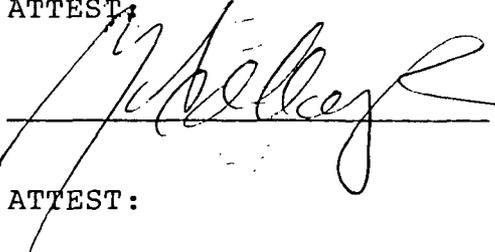
ATTEST:


Assistant Secretary

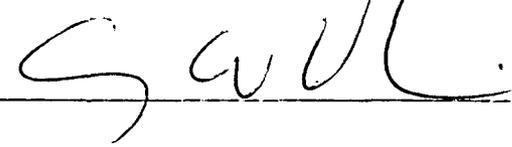
DELAWARE AND HUDSON RAILWAY COMPANY

By 
Vice President

ATTEST:



UNITED STATES RAILWAY ASSOCIATION

By 

ATTEST:

THE UNITED STATES OF AMERICA

By _____
Federal Railroad Administrator

STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

On this 24th day of December, 1982, before me personally came Donald D. Muir, to me known, who, being by me duly sworn did depose and say that he resides at 18 Wilderness Lane, Valatie, New York 12184, that he is Vice President of Delaware and Hudson Railway Company, the corporation described in and which executed the foregoing 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.

Sting N. LaChapelle
Notary Public - State of New York
JAMES M. LACHAPPELLE
Notary Public, State of New York
Qualified in Albany County
No. 4028 101
Commission Expires 12/31/84

DISTRICT OF COLUMBIA SS.:

On the 29th day of December, 1982, before me personally came Cary W. Dickieson, to me known, who, being by me duly sworn, did depose and say that he resides at 7125 Park Terrace Dr. Alexandria, Va. that he is the Executive Vice President of the UNITED STATES RAILWAY ASSOCIATION the corporation described in and which executed the foregoing 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.

Thomas J. White
Notary Public in and for the
District of Columbia

DISTRICT OF COLUMBIA: SS.:

On the _____ day of December, 1982, before me personally came ROBERT W. BLANCHETTE, to me known, who, being by me duly sworn, did depose and say that he resides at _____; that he is Administrator of the FEDERAL RAILROAD ADMINISTRATION, an agency of the United States of America; and that acting by delegation of authority from the Secretary of Transportation (49 C.F.R. 1.49(u)), he has signed his name to the above instrument.

Notary Public in and for the
District of Columbia

My commission expires:

DISTRICT OF COLUMBIA: SS.:

On the _____ day of December, 1982, before me personally came THOMAS A. TILL, to me known, who, being by me duly sworn, did depose and say that he resides at

_____; that he is Deputy Administrator of the FEDERAL RAILROAD ADMINISTRATION, an agency of the United States of America; and that acting by delegation of authority from the Secretary of Transportation (49 C.F.R. 1.49(u)), he has signed his name to the above instrument.

Notary Public in and for the
District of Columbia

My commission expires:

SCHEDULE A

One hundred twenty-eight (128) 100 ton open top triple door
hopper cars bearing the following road numbers of Delaware and
Hudson Railway Company:

1000 - 1005

1007

1008

1010 - 1052

1054

1056 - 1075

1077

1078

1080 - 1089

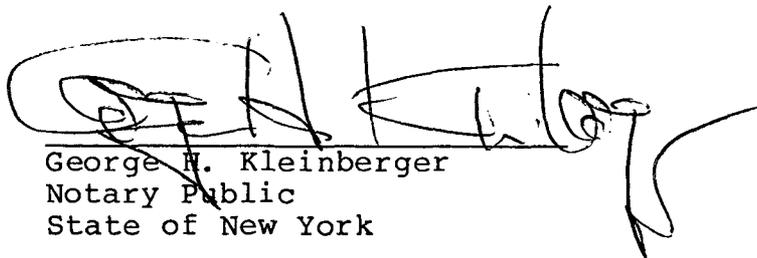
1091 - 1124

1126 - 1135

CERTIFICATION

I, GEORGE H. KLEINBERGER, do hereby state that I am a Notary Public of the State of New York; that I have compared the attached copy of document with the original thereof, and that the attached copy of document is a true and correct copy of the original in all respects.

Dated: February 4, 1983



George H. Kleinberger
Notary Public
State of New York



GEORGE H. KLEINBERGER
Notary Public, State of New York
Qualified in Albany County
Reg. No. 2144350
Commission Expires March 30, 1983