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REGISTRATION NO. 11917-B  
OCT 22 1980-1 52 PM  
INTERSTATE COMMERCE COMMISSION

REGISTRATION NO. 11917-C  
OCT 22 1980-1 52 PM  
INTERSTATE COMMERCE COMMISSION

**John D. Hushon**  
(202) 857-6290

October 22, 1980  
JDH-80/301

No. OCT 22 1980  
Date OCT 22 1980  
Fee \$ 50.00  
ICC Washington, D. C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Madam:

Enclosed please find ten fully executed copies of the following document between the parties listed below relating to certain railroad rolling stock as described therein:

Loan and Security Agreement dated as of August 1, 1980 together with Supplement No. 1 attached thereto (Supplement dated October 18, 1980).

- A. Parties: Lender and Secured Party
- Borrower and Party Granting Security Interest:

Manufacturers Hanover Trust Company Corporation  
Whittaker Corporation  
Berwick Forge & Fabricating Division  
30 Rockefeller Plaza  
N.Y. N.Y. 10020

*Leasing*  
*Shahida Mann*

Operating Lease Services, Inc.

- B. Addresses: Lender

Manufacturers Hanover Leasing Corporation  
30 Rockefeller Plaza  
New York, New York 10020  
Attn: Vice President, Credit Department, Eastern United States

- Borrower:

Operating Lease Services, Inc.  
47 Locust Hill Road  
Darien, Connecticut 06820  
Attn: Paul E. Tierney, Jr.

C. Equipment: Thirty-five (35) 100 ton, 50 foot 6 inch boxcars with AAR mechanical designation "XP" and bearing road numbers NN 201-235.

Previous documents with respect to this Equipment have been filed with and recorded by you and assigned ICC Recording Nos. 11917 and 11917-A.

*Handwritten notes:*  
Mary Burns  
New York

Secretary  
Interstate Commerce Commission  
October 22, 1980  
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I respectfully request that the original of this document be recorded under the provisions of 49 U.S.C. §11303. I would also appreciate your stamping the additional copies of the above documents which are not required for your filing purposes and returning them to me. A check in the amount of \$50.00 is enclosed to cover the filing fees.

The undersigned certifies that he is acting as counsel to Operating Lease Services, Inc., that he has knowledge of the matters set forth in the above described documents and that the summary description herein is accurate.

Sincerely yours,



John D. Hushon

Enclosures

OCT 22 1980-1 55 PM

ICC Recordation No.

INTERSTATE COMMERCE COMMISSION

## SUPPLEMENT NO. 1

Supplement No. 1 to Loan and Security Agreement ("Agreement") dated as of August 1, 1980 between OPERATING LEASE SERVICES, INC. ("Company") and MANUFACTURERS HANOVER LEASING CORPORATION ("Lender").

1. This Supplement is executed and delivered pursuant to the Agreement in order more particularly to identify certain of the Collateral in which the Company has granted a lien and security interest to the Lender, and to confirm the lien and security interest created by the Agreement on such Collateral. Any term defined in the Agreement and used herein shall have its defined meaning herein.

2. The Company has assigned, conveyed, mortgaged, pledged and transferred to the Lender and granted to the Lender a security interest in, and does hereby assign, convey, mortgage, pledge and transfer to the Lender and grant to the Lender a security interest in, the following Collateral:

thirty-five (35) 100-ton, 50'-6" XP box-cars numbered NN 201 through NN 235 (the "Box-cars") and any Proceeds thereof.

3. The Box-cars conform to all requirements and interchange standards of the Association of American Railroads, the Interstate Commerce Commission and the Department of Transportation and are marked in accordance with Section 6.18 of the Agreement.

4. All the terms and conditions of the Agreement are hereby incorporated in this Supplement and made a part hereof. By their execution and delivery of this Supplement the parties hereto hereby reaffirm all of the terms and conditions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement on October 18, 1980.

OPERATING LEASE SERVICES, INC.

By Paul E. Tierney Jr.  
Title: President



ATTEST:

Keith R. Gault  
Title: V.P.

MANUFACTURERS HANOVER LEASING CORPORATION

By J. Marcus  
Title: V.P.

ATTEST:

J. J. Scarborough  
Title: Asst. Sec.

STATE OF CONNECTICUT )  
: SS.:  
COUNTY OF FAIRFIELD )

On the 18<sup>th</sup> day of October, 1980, before me personally appeared Paul E. Tierney Jr, to me known, who acknowledged himself to be the President of OPERATING LEASE SERVICES, INC., a corporation, and that he, as such officer, being authorized to so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

(SEAL)

William Czarnecki  
Notary Public

WILLIAM CZARNECKI  
Notary Public, Fairfield County  
My Commission Expires April 1, 1983

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

On this 7<sup>th</sup> day of October, 1980, before me personally came John Chazewas, to me known, who being duly sworn, did depose and say that he resides at 12 East 86<sup>th</sup> St., N.Y., N.Y. 10028; that he is a Vice President of MANUFACTURERS HANOVER 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.

(SEAL)

Christine A. Smith  
Notary Public

CHRISTINE A. SMITH  
Notary Public, State of New York  
No. 31-4506346  
Qualified in New York County  
Commission Expires March 30, 1981