

RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY

P.O. BOX 11281 RICHMOND, VIRGINIA 23230

TELEPHONE: (804) 257-3235

REGISTERED MAIL REGISTRATION F.O. 11064-4 Filed 1425

MAIL

August 24, 1982

2-2411070

SEP 1 1982 12 30 PM

SEP 1 1982
No. 1
Date.....
Fee \$ 10.00
ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Mrs. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution Avenues, N.W.
Washington, D. C. 20423

URCHIE B. ELLIS
General Counsel

CHARLES A. HARTZ, JR.
General Attorney

SUSAN E. HAZELWOOD
Attorney

Re: Recording of Documents Pursuant
to 49 C.F.R. Part 1116

Dear Mrs. Mergenovich:

Forwarded herewith are three counterpart originals of Agreement made as of July 1, 1982, between Warwick Railway Company and Richmond, Fredericksburg and Potomac Railroad Company, pertaining to 300 boxcars which were acquired pursuant to Conditional Sale Agreement dated as of September 1, 1979 between FMC Corporation and RF&P, which was filed at the Interstate Commerce Commission on November 20, 1979, as No. 11064. Other documents pertaining to this transaction have been recorded as Nos. 11064-A through 11064-G, as recited in the attached Agreement made as of July 1, 1982.

The equipment covered by these papers consists of 300 boxcars which originally bore New Hope & Ivyland Railroad Company numbers, and more recently Warwick Railway Nos. 5001-5300, inclusive, and are currently being renumbered as RF&P Nos. 5001-5199, inclusive, and RF&P Nos. 200-300, inclusive, as specified in the attached Agreement.

The equipment involved originally consisted of 300 new boxcars bearing AAR mechanical designations XF or XM. Two cars, Nos. 5046 and 5279, have been destroyed.

The Conditional Sale Agreement dated as of September 1, 1979, between FMC Corporation and RF&P, was recorded on November 20, 1979, at 9:30 a.m., as No. 11064.

RF&P voucher in the amount of \$10 in payment of the filing fee is enclosed herewith.

Will you please stamp one of the counterpart originals with the recording data and return to me in due course, retaining the other two counterpart originals in the Commission files, and appropriately indexing same.

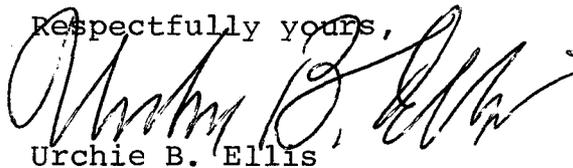
78.

USA 2044

Mrs. Agatha L. Mergenovich
August 24, 1982
Page Two

If you have any questions, please call me. Thank
you.

Respectfully yours,

A handwritten signature in cursive script, appearing to read "Urchie B. Ellis".

Urchie B. Ellis

UBE/dj

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/1/82

OFFICE OF THE SECRETARY

Urchie B. Ellis
Richmond, Fredericksburg & Potomac RR. Co.
P.O. Box 11281
Richmond, Virginia 23230

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 **9/1/82** at **12:30pm**, and assigned re-
recording number (s). **11064-H released**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)

SE-30
(7/79)

(Re: Conditional Sale Agreement dated as of September 1, 1979 between FMC Corporation and Richmond, Fredericksburg and Potomac Railroad Company, filed at the Interstate Commerce Commission on November 20, 1979 as No. 11064 -- Supplemental Amendment and termination of Warwick Railway Company Lease Agreement dated January 25, 1980, filed at the Interstate Commerce Commission on January 29, 1980, as No. 11064-E.)

RECORDATION NO. 11064-H
FILED 1425

SEP 1 1982 12 30 PM
INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, made as of July 1, 1982, between Warwick Railway Company, a Rhode Island corporation whose address is P. O. Box 1490, Woonsocket, Rhode Island 02895 (hereinafter called "Warwick") and Richmond, Fredericksburg and Potomac Railroad Company, a Virginia corporation whose address is 2134 West Laburnum Avenue, Richmond, Virginia 23227 (hereinafter called "RF&P").

WHEREAS RF&P acquired 300 new boxcars, and arranged to lease same to various entities, pursuant to documents on file at the Interstate Commerce Commission as follows:

Conditional Sale Agreement dated as of September 1, 1979, between FMC Corporation and Richmond, Fredericksburg and Potomac Railroad Company, filed on November 20, 1979, as No. 11064;

Agreement and Assignment dated as of September 1, 1979, between FMC Corporation and United States Trust Company of New York, filed as No. 11064-A;

Equipment Lease dated as of September 1, 1979, between Richmond, Fredericksburg and Potomac Railroad Company and McHugh Brothers Crane Rentals, Inc., filed as No. 11064-B;

Equipment Sublease dated as of November 1, 1979, between McHugh Brothers Crane Rentals, Inc. and New Hope & Ivyland Railroad Company, filed as No. 11064-C;

Assignment and Assumption Agreement dated November 15, 1979, between New Hope & Ivyland Railroad Company and McHugh Brothers Heavy Hauling, Inc., filed as No. 11064-D;

and also, pursuant to a Participation Agreement dated as of September 1, 1979, among McHugh Brothers Crane Rentals, Inc., Richmond, Fredericksburg and Potomac Railroad Company, United States Trust Company of New York and certain investors, which is not recorded at the Interstate Commerce Commission; and

WHEREAS, the use of said 300 cars was transferred to the Warwick Railway Company, a Rhode Island corporation whose address is P. O. Box 1490, Woonsocket, Rhode Island 02895 (hereinafter called "Warwick") pursuant to Lease Agreement dated January 25, 1980, recorded on January 29, 1980 as No. 11064-E; said 300 boxcars being designated with Warwick Railway Nos. 5001 through 5300, both inclusive; and

WHEREAS, an Amendment to the Warwick Railway Company Lease was executed March 2, 1981, between McHugh Brothers Heavy Hauling, Inc., Warwick Railway Company and RF&P, relieving McHugh Brothers of all future obligation pursuant to the various documents pertaining to the 300 boxcars, and assigning the Warwick Lease Agreement dated January 25, 1980 to RF&P, which document was filed at the Interstate Commerce Commission on June 18, 1981, as No. 11064-F; and

WHEREAS, pursuant to an Agreement made as of March 2, 1981, between McHugh Brothers Crane Rentals, Inc., and McHugh Brothers Heavy Hauling, Inc., and RF&P, McHugh Brothers was relieved of all further obligations under the various Agreements in connection with the 300 boxcars, and waived all rights they

might have with regard thereto, which Agreement was filed at the Interstate Commerce Commission on June 18, 1981, as No. 11064-G;

NOW THEREFORE, because of current economic conditions and a decline in utilization of boxcars, Warwick no longer has use for this equipemnt, and the parties have agreed as follows:

1. The Lease Agreement dated January 25, 1980, filed at the Interstate Commerce Commission as No. 11064-E, and the Amendment thereof dated March 2, 1981, filed as No. 11064-F, is hereby terminated, and all cars will be returned to RF&P.

2. The Warwick designation will be removed from the cars, and RF&P designation stenciled thereon as rapidly as either RF&P or Warwick can obtain physical possession of the cars and make such arrangements.

3. Cars bearing Warwick Nos. 5001 through 5199, inclusive, will be designated RF&P Nos. 5001 - 5199, inclusive, and cars bearing Warwick Nos. 5200 through 5299, inclusive, will be designated as RF&P Nos. 200 through 299, inclusive, and the car designated as Warwick No. 5300 will be restenciled RF&P No. 300.

4. Several cars, Nos. 5046 and 5279, have been destroyed, and appropriate accounting has been or will be accomplished with the assignee, United States Trust Company of New York, in due course.

5. The terms of the Lease Agreement between Warwick and RF&P dated January 25, 1980, as amended March 2, 1981, will continue to apply to each car until such time as the car is located, restenciled, and placed in RF&P account.

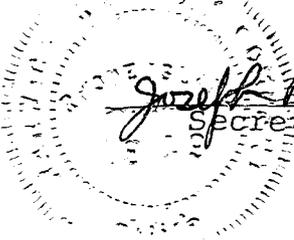
6. RF&P will arrange to have this document filed at the Interstate Commerce Commission, and the parties agree that they will execute any other documents that may reasonably be necessary.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of July 1, 1982.

WARWICK RAILWAY COMPANY

By Barbara J. Meyer
President

ATTEST:

 Joseph R. DiStefano
Secretary (Seal)

RICHMOND, FREDERICKSBURG AND
POTOMAC RAILROAD COMPANY

By J. Newbauer Jr.
President

ATTEST:

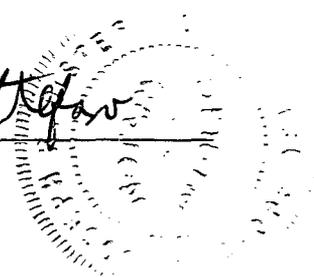
Carolyn Fleming
Asst. Secretary (Seal)

STATE OF RHODE ISLAND)
) to-wit:
COUNTY OF PROVIDENCE)

On this 16th day of August, 1982, before me, the undersigned officer, personally appeared BARBARA J. OREYER, who acknowledged herself to be the President of Warwick Railway Company, a corporation, and that she as such President being authorized so to do executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by herself as President.

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

Joseph R. DiStefano
Notary Public



COMMONWEALTH OF VIRGINIA)
) to-wit:
CITY OF RICHMOND)

On this 11th day of August, 1982, before me, the undersigned officer, personally appeared J. P. Newbourn Jr. who acknowledged himself to be the President of Richmond, Fredericksburg and Potomac Railroad Company, a corporation, and that he as such President being authorized so to do 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.

M. B. Bradley
Notary Public

