

RECORDATION NO. 9924 Filed 1426

**ITEL**

OCT 17 1980 12 45 PM

**Rail Division**

INTERSTATE COMMERCE COMMISSION  
Embarcadero Center  
San Francisco, California 94111  
(415) 955-9090  
Telex 34234

October 16, 1980

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. 1  
Date OCT 17 1980  
Fee \$ 20.00

ICC Washington, D. C.

RE: Assignment made as of April 24, 1980 between  
Providence and Worcester Company and Warwick  
Railway Company

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate  
Commerce Commission's rules and regulations thereunder,  
I enclose herewith, on behalf of ITEL Corporation, Rail  
Division, for filing and recordation, as an additional  
filing under the Lease Agreement dated as of March 13, 1978,  
which was filed on December 19, 1978 at 2:45 P.M. and  
given recordation number 9924, one (1) original and three (3)  
certified copies of the following document:

*Mrs Lee -  
I do not know  
what the next  
letter may be  
9924 -* →

Assignment made as of April 24, 1980 between Providence  
and Worcester Company and Warwick Railway Company

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

1. Providence & Worcester Company  
One Depot Square  
Woonsocket, RI 02895
2. Warwick Railway Company  
P.O. Box 1499  
Woonsocket, RI 02895
3. ITEL Corporation, Rail Division  
Two Embarcadero Center  
San Francisco, CA 94111

RECORDED  
OCT 17 12 50 PM '80

Please cross-index the above referenced document with the  
following document which is filed under Recordation Number 9932:

Equipment Trust Agreement, dated November 1, 1978 between  
Citibank, N.A., as trustee, and ITEL Corporation.

*Cross  
indexing*

*Robert Allen*  
*Charles Paul*



**Rail Division**

Ms. Agatha Mergenovich  
Page Two

The equipment covered by the enclosed Assignment is six hundred (600) boxcars (AAR mechanical designation XM; 60' in length), currently marked PW 60001 through and including PW 60600.

Enclosed is a check for \$10.00 for the required recordation fee and a check for \$10.00 for the cross-indexing fee.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one (1) original of the document for your files; it is requested that the remaining three (3) certified copies be delivered to the bearer of this letter.

Sincerely

  
Patricia Salas Pineda  
Counsel

cc: Robert Clark, Esq.  
Michael Walsh, Esq.  
Steven C. Wight

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

10/17/80

OFFICE OF THE SECRETARY

**Patricia Salas pineda**  
**Counsel**  
**Itel Rail Division**  
**Two Embarcadero Center**  
**San Francisco, California 94111**  
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 \_\_\_\_\_ at \_\_\_\_\_, and assigned re-  
recording number (s). **10/17/80 12:45pm**

**9924-E**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

SE-30  
(7/79)

RECORDATION NO. 9924-E Filed 1425

RECORDATION NO. 9924-E Filed 1425

OCT 17 1980 - 12 45 PM

INTERSTATE COMMERCE COMMISSION, 1980,

ASSIGNMENT

That Assignment made this 24th day of APRIL, 1980, by and between Providence and Worcester Company, a Delaware corporation, hereinafter called "Assignor", and Warwick Railway Company, a Rhode Island corporation, hereinafter called "Assignee".

WITNESSETH:

Whereas, Assignor and Itel Corporation, Rail Division, a Delaware corporation (Itel) entered into a Lease Agreement dated March 13, 1978, as amended, under which Itel, as lessor, now leases to Assignor, as lessee, six hundred (600) 60 foot boxcars bearing reporting marks PW 60001-60600; and

Whereas, under said Lease Agreement, the investment tax credits associated with certain of the boxcars have been assigned by Itel to Assignor.

Whereas, by letter dated December 18, 1979, Itel requested Assignor to assign said Lease Agreement to any operating railroad company that Assignor may acquire within thirty (30) days after such acquisition is consummated; and

Whereas, by order of the Interstate Commerce Commission dated March 5, 1980, Assignor was granted the authority to acquire the Assignee, and by letter dated March 19, 1980, Itel requested Assignor to assign the Lease Agreement to Assignee within thirty (30) days after such acquisition is commenced; and

Whereas, the acquisition of Assignee by Assignor will be consummated on May 1, 1980;

Now, Therefore, in consideration of the premises and for other good and valuable consideration, it is agreed as follows:

1. Assignor does hereby assign, set over and transfer to Assignee all of its right, title and interest in, to and under that certain Lease Agreement between Itel, as lessor and Assignor, as lessee dated March 13, 1978, as amended, such assignment to become effective on May 31, 1980.

2. Assignee accepts such assignment and agrees to assume and perform all of the obligations of Assignor under said Lease Agreement from and after the effective date of the assignment.

3. Assignor represents to Assignee that it has fully performed all of its obligations under said Lease Agreement and that it is not in violation of any of the provisions of said Lease Agreement.

4. Despite the assignment of the Lease Agreement provided for herein, the investment tax credits associated with the box-cars shall remain with the Assignor.

In Witness Whereof, Assignor and Assignee have caused this Agreement to be executed by their duly authorized officers this 24th day of APRIL, 1980.

PROVIDENCE AND WORCESTER COMPANY

By Robert H. Eder  
President

WARWICK RAILWAY COMPANY

By Oscar F. Greene  
President

CONSENT

IteL Corporation, Rail Division, having read the foregoing Assignment, hereby consents to the same.

ITEL CORPORATION, RAIL DIVISION

By Carl P. Taylor  
President

DATED: May 2, 1980

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Woonsocket, on the 24th day of APRIL, 1980, before me personally appeared Robert H. Eder, President of Providence and Worcester Company to me known and known by me to be the party executing the foregoing assignment on behalf of Providence and Worcester Company, and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Providence and Worcester Company.

Joseph R. DiStefano  
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Woonsocket, on the 24th day of April, 1980, before me personally appeared Oscar J. Greene, President of Warwick Railway Company to me known and known by me to be the party executing the foregoing assignment on behalf of Warwick Railway Company, and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Warwick Railway Company.

Barbara J. Meyer  
Notary Public

STATE OF California

COUNTY OF SAN FRANCISCO

In the City of SAN FRANCISCO on the 3rd day of May, 1980 before me personally appeared Carl W. Taylor to me personally known, who being by me duly sworn says that such person is President of Itel Corporation, Rail Division, and he acknowledged that the foregoing instrument by him executed on behalf of Itel Corporation, Rail Division was his free act and deed and the free act and deed of Itel Corporation, Rail Division.

Debbie Gor  
Notary Public

