



UPPER MERION & PLYMOUTH RAILROAD COMPANY
CONSHOHOCKEN, PA.

11414
RECORDATION NO. Filed 1425

JAN 23 1980 - 12 50 PM
INTERSTATE COMMERCE COMMISSION

January 23, 1980

0-023A050

JAN 23 1980
50.00

CG Washington

Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Sir:

Enclosed for recordation under the provisions of Section 11303 of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, are the original and two counterparts of a Lease Agreement dated as of September 7, 1979.

A general description of the railroad equipment covered by the enclosed documents is as follows:

One hundred (100) 100-ton open-top hopper cars 3433 cu. ft. (approximately) bearing reporting marks and numbers PVS 1000-1099 inclusive.

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

Lease Agreement

LESSOR: Upper Merion and Plymouth Railroad Company
P.O. Box 404
Conshohocken, PA 19428

LESSEE: Pecos Valley Southern Railway Company
P. O. Box 349
Pecos, Texas 79772

The undersigned is the Assistant Secretary of the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original of the enclosed Lease Agreement to Charles Kappler, Esq., Alvord and Alvord, 200 World Center Building, 918 Sixteenth Street, N.W., Washington, DC 20006, or to the bearer hereof.

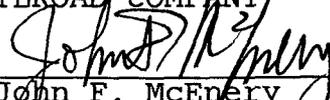
Charles Kappler

Also enclosed is a remittance in the amount of the required recording fees.

Very truly yours,

UPPER MERION AND PLYMOUTH
RAILROAD COMPANY

By



John F. McEnery
Assistant Secretary

JBS/ajm

D/SB3

SEP 25 1987 - 11 15 AM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned, being duly appointed officers of NORTHBROOK CORPORATION, a Delaware corporation, formerly known as FUNDING SYSTEMS RAILCARS, INC., ("Northbrook") and NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY, a Minnesota corporation ("Northwestern"), do hereby certify that the transactions contemplated by the Stipulation for Amended Agreed Order dated May 17, 1983 and the Amended Agreed Order dated May 25, 1983 allowing such sale were consummated on or about December 13, 1983. As a result of certain orders of the United States Bankruptcy Court for the Northern District of Illinois, Northwestern acquired railcars bearing reporting marks PVS1000 through PVS1099 free and clear of all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission which, to the best knowledge and belief of the undersigned, are filed under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of the 31st day of AUGUST, 1987.

NORTHBROOK CORPORATION, a Delaware corporation, formerly known as FUNDING SYSTEMS RAILCARS, INC.

By Dennis T. Hurst
Its EXECUTIVE VICE PRESIDENT - FINANCE

ATTEST:

Gerald T. Kileague

NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY, a Minnesota corporation

By Donald M. Feroe
DONALD M. FEROE
Its Second Vice President - Securities

ATTEST:

Edward B. Crehelak

EXHIBIT A

ICC RECORDATION NUMBERS

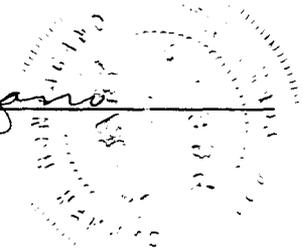
11353
11353-A
11353-B
11354
11354-A
11355
11356
11356-A
11356-B
11414
14394

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, Carmen Montagano, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Dennis T. Hurst and _____, of the within named Northbrook Corporation, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, as such Executive Vice President-Finance and _____, respectively, and to me personally known to be such officers of said corporation, appeared before me this day in person, and acknowledged that they signed and delivered the said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and that said Dennis T. Hurst did also then and there acknowledge that he, as custodian of the corporate seal of said corporation, did affix the said corporate seal of said corporation to the said instrument as his own free and voluntary act and deed and as the free and voluntary act and deed of the corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 13th day of August, 1987.

Carmen Montagano
Notary Public



My Commission Expires:

My Commission Expires October 20, 1988

STATE OF Minnesota)
COUNTY OF Anoka) SS

I, Linda J. Napier, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Donald M. Jeroe and _____, of the within named Northwestern National Life Insurance Company, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, as such 2nd Vice President, respectively, and to me personally known to be such officers of said corporation, appeared before me this day in person, and acknowledged that they signed and delivered the said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and that said Donald M. Jeroe did also then and there acknowledge that he, as custodian of the corporate seal of said corporation, did affix the said corporate seal of said corporation to the said instrument as his own free and voluntary act and deed and as the free and voluntary act and deed of the corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 31st day of August, 1987.

Linda J. Napier
Notary Public

My Commission Expires: July 22, 1992

