UPPER MERION & PLYMOUTH RAILROAD COMPANY

A SUBSIDIARY OF FSC CORPORATION

Box 404

Conshohocken, Pa., 19428

Telephone: (215) 275-2066

RECORDATION NO. 12053-B Filed 1425

2-251A121

August 30, 1982

SEP 8 - 1982 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

No. SEP 8 1982

Date.....

Fee $. 10.00

ICC Washington, D. C.

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

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one counterpart of the Statement of New Identification Numbers, a secondary document, dated August 30, 1982.

The primary document to which this is connected is recorded under Recordation Number 12053.

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

Lessor: Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, IL 60062

Lessee: Upper Merion & Plymouth Railroad Company
23 River Road
Box 404
Conshohocken, PA 19428

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

One Hundred (100) gondola cars bearing the reporting marks LSBC, DRGW, WRWK, and LCRC.

The original and all extra copies of the enclosed document should be returned to Ms. Sharon Schumacher, Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370 Northbrook, IL 60062.

Also enclosed is a remittance in the amount of $10.00 in payment of recordation fees.

I am an officer of Upper Merion & Plymouth Railroad Company, and have knowledge of the matters set forth herein.

Very truly yours,

UPPER MERION & PLYMOUTH RAILROAD COMPANY

By Dennis T. Hurst
Dennis T. Hurst

DTH/ss
encl.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Ms. Sharon Schumacher
Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, IL 60062

September 8, 1982

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/8/82 at 3:50PM, and assigned re-recordation number(s). 12053-B

Sincerely yours,

Agatha L. Mergenovich

Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

UPPER MERION & PLYMOUTH RAILROAD COMPANY
A SUBSIDIARY OF FSC CORPORATION
Box 404
CONSHOHOCKEN, PA., 19428
TELEPHONE: (215) 275-2066

August 30, 1982

RECORDATION NO. 12053-B Filed 1425

SEP 8 - 1982 -3 50 PM

INTERSTATE COMMERCE COMMISSION

Mr. James B. Shein
President
Funding Systems Railcars, Inc.
2215 Sanders Road/Suite 370
Northbrook, IL 60062

RE: Statement of New Identification Numbers

Dear Jim:

As previously discussed, it is necessary to change the identification numbers of the gondola cars currently being leased under Lease & Management Agreement, dated July 21, 1980.

The new identification numbers are as follows:

The item of equipment bearing the number	Shall be changed to equipment number
OCTR 5111	WRWK 20037
OCTR 5120	WRWK 20038
OCTR 5174	WRWK 20039
OCTR 5171	WRWK 20040
OCTR 5148	WRWK 20041
OCTR 5129	WRWK 20042
OCTR 5106	WRWK 20043
OCTR 5159	WRWK 20044
OCTR 5141	WRWK 20045
OCTR 5172	WRWK 20046
OCTR 5086	LCRC 5086
OCTR 5096	LCRC 5096
OCTR 5115	LCRC 5115
OCTR 5117	LCRC 5117
OCTR 5124	LCRC 5124
OCTR 5136	LCRC 5136
OCTR 5138	LCRC 5138
OCTR 5149	LCRC 5149
OCTR 5161	LCRC 5161
OCTR 5169	LCRC 5169
OCTR 5077	LSBC 5077
OCTR 5080	LSBC 5080
OCTR 5082	LSBC 5082
OCTR 5083	LSBC 5083
OCTR 5085	LSBC 5085

The item of equipment bearing the number	Shall be changed to equipment number
OCTR 5090	LSBC 5090
OCTR 5092-5095	LSBC 5092-5095
OCTR 5099	LSBC 5099
OCTR 5100	LSBC 5100
OCTR 5104	LSBC 5104
OCTR 5114	LSBC 5114
OCTR 5116	LSBC 5116
OCTR 5119	LSBC 5119
OCTR 5122	LSBC 5122
OCTR 5123	LSBC 5123
OCTR 5128	LSBC 5128
OCTR 5131	LSBC 5131
OCTR 5132	LSBC 5132
OCTR 5137	LSBC 5137
OCTR 5140	LSBC 5140
OCTR 5144	LSBC 5144
OCTR 5145	LSBC 5145
OCTR 5150	LSBC 5150
OCTR 5154	LSBC 5154
OCTR 5162	LSBC 5162
OCTR 5163	LSBC 5163
OCTR 5165	LSBC 5165
OCTR 5076	DRGW 6000
OCTR 5078	DRGW 6001
OCTR 5079	DRGW 6002
OCTR 5081	DRGW 6003
OCTR 5084	DRGW 6004
OCTR 5087	DRGW 6005
OCTR 5088	DRGW 6006
OCTR 5089	DRGW 6007
OCTR 5091	DRGW 6008
OCTR 5097	DRGW 6009
OCTR 5098	DRGW 6010
OCTR 5101	DRGW 6011
OCTR 5102	DRGW 6012
OCTR 5103	DRGW 6013
OCTR 5105	DRGW 6014
OCTR 5107	DRGW 6015
OCTR 5108	DRGW 6016
OCTR 5109	DRGW 6017
OCTR 5110	DRGW 6018
OCTR 5112	DRGW 6019
OCTR 5113	DRGW 6020
OCTR 5118	DRGW 6021
OCTR 5121	DRGW 6022
OCTR 5125	DRGW 6023
OCTR 5126	DRGW 6024
OCTR 5127	DRGW 6025
OCTR 5130	DRGW 6026
OCTR 5175	DRGW 6027

The item of equipment bearing the number	Shall be changed to equipment number
OCTR 5133	DRGW 6028
OCTR 5134	DRGW 6029
OCTR 5135	DRGW 6030
OCTR 5139	DRGW 6031
OCTR 5142	DRGW 6032
OCTR 5143	DRGW 6033
OCTR 5146	DRGW 6034
OCTR 5147	DRGW 6035
OCTR 5151	DRGW 6036
OCTR 5152	DRGW 6037
OCTR 5153	DRGW 6038
OCTR 5155	DRGW 6039
OCTR 5156	DRGW 6040
OCTR 5157	DRGW 6041
OCTR 5158	DRGW 6042
OCTR 5160	DRGW 6043
OCTR 5164	DRGW 6044
OCTR 5166	DRGW 6045
OCTR 5167	DRGW 6046
OCTR 5168	DRGW 6047
OCTR 5170	DRGW 6048
OCTR 5173	DRGW 6049

These new identification numbers are being filed with the Interstate Commerce Commission, where the Lease & Management Agreement has been recorded. You will be furnished with proof of this recordation as soon as confirmation is received from Washington, D.C.

If you have any questions, feel free to contact me.

Very truly yours,

Dennis T. Hurst

Dennis T. Hurst
Vice President

DTH/ss
cc: Refco Management Services
39 South LaSalle Street
Chicago, IL 60603

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 2nd day of September, 1982, I hereby certify that I have compared the attached copy of the Statement of New Identification Numbers between Funding Systems Railcars, Inc. and Upper Merion & Plymouth Railroad Company, dated August 30, 1982 with the original and have found the copy to be complete and identical in all respects to the original document.

[Seal]

Sharon Schumacher
Notary Public

My commission expires My Commission Expires Jan. 27, 1985