

#39
New Number
- A
- B

1 5843
RECORDATION NO. FILED 1988

OCT 3 1988 1 02 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

LAW OFFICES
ALVORD AND ALVORD

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918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-2973

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
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JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

1 5843A
RECORDATION NO. FILED 1988

CABLE ADDRESS
"ALVORD"

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN VIRGINIA
*ALSO ADMITTED IN MARYLAND

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TELEPHONE
AREA CODE 202
393-2266

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

October 3, 1988

8 277A070

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 3
Date OCT 01 1988

Dear Ms. McGee:

Fee \$ 39.00
ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and copy of the following documents:

Primary Documents - (1) Bill of Sale dated as of December 18, 1986; and Conditional Sale Agreement dated as of December 18, 1986. New No. - A

Secondary Document - Agreement and Assignment dated as of December 19, 1986. - B

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

Vendor/
Assignor: Emons Industries, Inc.
1 West Market Street
York, Pennsylvania 17401

Vendee: The Maryland and Pennsylvania Railroad Company
1 West Market Street
York, Pennsylvania 17401

Assignee: The Chase Manhattan Bank, N.A.
One Chase Manhattan Plaza
New York, New York 10081

OCT 3 12 57 PM '88
MOTOR OPERATED UNIT
100 OF 100

C. T. Kappler
(1) [Signature]

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
October 3, 1988
Page Two

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

Three (3) locomotives bearing MPA marks and numbers 82, 84 and 86, which are subject to a perfected security interest in favor of The Chase Manhattan Bank, N.A. granted by Emons Industries, Inc. under the terms of a Chattel Mortgage, Assignment and Security Agreement dated as of March 23, 1981 (Recordation Number 13015, recorded on March 27, 1981).

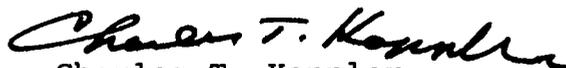
Also enclosed is a check in the amount of \$39 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary documents and the secondary document to appear in the Commission's Index is:

Bill of Sale and Conditional Sale Agreement, both dated December 18, 1986, between Emons Industries, Inc. and The Maryland and Pennsylvania Railroad Company; and Conditional Sale Agreement dated as of December 19, 1986 between Emons Industries, Inc. and The Chase Manhattan Bank, N.A., covering three locomotives marked MPA 82, 84 and 86, subject to security interest under Recordation Number 13015).

Very truly yours,


Charles T. Kappler

Enclosures

OCT 3 1986-1 03 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT AND ASSIGNMENT dated as of December 19, 1986 between EMONS INDUSTRIES, INC., a New York corporation (the "Assignee") and THE CHASE MANHATTAN BANK, N.A., a national banking association (the "Assignor").

The Assignee has entered into a Conditional Sale Agreement dated as of December 18, 1986 between the Assignee and The Maryland and Pennsylvania Railroad Company (the "M&P") providing for the sale by the Assignee to the M&P of three locomotives described therein (the "Locomotives"), subject to the existing prior lien (the "Chase Lien") on such locomotives granted to the Assignor by the Chattel Mortgage, Assignment and Security Agreement filed with the Interstate Commerce Commission on March 27, 1981 (Recordation No. 13015).

NOW, THEREFORE, THIS AGREEMENT AND ASSIGNMENT WITNESSETH: that, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by the Assignor to the Assignee, the receipt of which is hereby acknowledged, (i) the Assignee hereby assigns to the Assignor all the right, title and interest of the Assignee in and to the Conditional Sale Agreement and in and to any and all amounts which may be or become due and owing by the M&P thereunder and (ii) the Assignor hereby consents to the transfer of the Locomotives, subject to the Chase Lien, pursuant to the Conditional Sale Agreement.

IN WITNESS WHEREOF the parties hereto have caused this Agreement and Assignment to be executed by duly authorized officers, as of the date first above written.

EMONS INDUSTRIES, INC.

By: Robert Grossman
President

Attest:

James White
Secretary

THE CHASE MANHATTAN BANK, N.A.

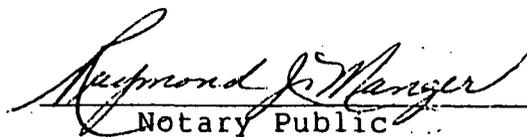
By: William J. ...
ASSISTANT TREASURER

Attest:

Clifford ...
SECOND VICE PRESIDENT

STATE OF New York)
COUNTY OF New York) SS.:

On the 31ST day of July, 1987, before me personally appeared Holly A. Huntington, to me personally known, who being by me duly sworn, says that ~~she~~ is ~~the~~ ASS. STANT Treasurer of The Chase Manhattan Bank N.A., Assignor in the foregoing Agreement and Assignment, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and ~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

RAYMOND J. MANGERA
Notary Public, State of New York
No. 41-76944CO
Qualified in Queens County
Cert. filed in New York County
Commission Expires July 31, 1988

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

On the 22nd day of July, 1987, before me personally appeared Robert Grossman, to me personally known, who, being by me duly sworn, says that he is the President of Emons Industries, Inc., Assignee in the foregoing Agreement and Assignment, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


NANCY L. SMITH, Notary Public

York County, PA
My Commission Expires Jan. 25, 1988

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