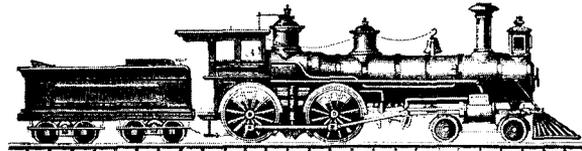


# States Rail Services

A DIVISION OF STATES MARINE CORPORATION



FIVE THIRTY SEVEN STEAMBOAT ROAD, GREENWICH, CONNECTICUT 06830 • TELEPHONE: (203) 622-1024

9-023A020

January 15, 1979

RECORDATION NO. 9946 Filed 1425

Date JAN 23 1979

Fee \$ 10.00

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

JAN 28 1979 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

CC Washington, D. C.

RE: Recordation and Filing of Document Pertaining to the Use of  
Certain Covered Hopper Railroad Freight Cars

Dear Sir:

In accordance with the provisions and procedures of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. S11303, and Part 1116 of Title 49 of the Code of Federal Regulations, it is hereby respectfully requested that the document enclosed with this letter of transmittal, and more fully described hereinbelow, pertaining to the use of certain covered hopper railroad freight cars, be recorded and filed by the Interstate Commerce Commission (the "Commission") pursuant to Section 1116.5 of said Title 49 of the Code of Federal Regulations.

A. Description of the Document and the Parties Thereto.

Enclosed herewith is an executed counterpart original of the Second Schedule, dated as of January 15, 1979, to the Agreement, dated as of November 7, 1978, by and between the Genesee and Wyoming Railroad Company, 3846 Retsof Road, Retsof, New York 14539, and States Marine Corporation, doing business through its division, States Rail Services, 280 Park Avenue, New York, New York 10017 (said Agreement being hereinafter called the "GWRR Use Agreement").

An original and two certified true copies of the GWRR Use Agreement were filed with the Commission on December 27, 1978.

The recordation number of the GWRR Use Agreement is 9946. The GWRR Use Agreement was recorded by the Commission on December 27, 1978, at 1:35 P.M.

Also enclosed with this letter are two certified true copies of the Second Schedule to the GWRR Use Agreement.

Pursuant to the terms of the GWRR Use Agreement, States Marine Corporation, doing business through its division, States Rail Services ("SMC/SRS"), and acting in its sole capacity as agent for the owners of the covered hopper railroad freight cars which are the subject of such

*Done by [Signature] Some letter*

REC'D  
JAN 23 1979  
FEE \$ 10.00  
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Agreement, has agreed to deliver to the Genesee and Wyoming Railroad Company ("GWRR"), for the latter's use in the ordinary course of its operations, a maximum of three hundred (300) covered hopper railroad freight cars.

Each of the covered hopper railroad freight cars which has been or which will be delivered by SMC/SRS to GWRR pursuant to the GWRR Use Agreement is a 100-ton, 4,550 cubic feet capacity, steel covered hopper railroad freight car, lined for use in the transport and shipping of grain products and select minerals, including salt. Each of such freight cars was or will be manufactured by, and was or will be purchased by the owner thereof from, National Steel Car Corporation, Limited, a Canadian corporation located in Hamilton, Ontario, Canada.

One-hundred and forty-five (145) of such covered hopper railroad freight cars have been delivered by SMC/SRS to GWRR prior to the date of this letter of transmittal. The names and addresses of the owners of one-hundred (100) of such covered hopper railroad freight cars, the number of such freight cars owned by each said owner, and the Identifying Marks, the Serial Numbers and the A.A.R. Mechanical Designation of such freight cars were set forth in the letter of transmittal, dated December 21, 1978, from States Rail Services to the Commission. Under cover of such letter of transmittal, the original of the GWRR Use Agreement was submitted to the Commission for recordation (said letter of transmittal being hereinafter called the "First Transmittal Letter").

Forty-five (45) of the said one-hundred and forty-five covered hopper railroad freight cars were not identified in the First Transmittal Letter. The said additional forty-five (45) covered hopper railroad freight cars and the owners thereof are identified in the Second Schedule to the GWRR Use Agreement. Set forth below are the names and addresses of the owners of the said forty-five (45) additional covered hopper railroad freight cars, the number of such freight cars owned by each said owner, and the Identifying Marks, the Serial Numbers and the A.A.R. Mechanical Designation of the said additional forty-five (45) freight cars:

<u>NAMES AND ADDRESSES OF OWNERS</u>	<u>NUMBER OF CARS</u>	<u>IDENTIFYING MARKS</u>	<u>SERIAL NUMBERS</u>	<u>A.A.R. MECH. DESIG.</u>
Michael G. Berolzheimer 3408 Quail Lakes Drive Stockton, CA 95204	20	GNWR	810070 to and including 810089	LO
Ray C. Adam Woods End Road New Canaan, CT 06840	5	GNWR	810090 to and including 810094	LO
Elizabeth M. Webster PO Box 31 Mountain View Road Blawenburg, NJ 08504	5	GWIX	20020 to and including 20024	LO

Secretary  
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 January 15, 1979

<u>NAMES AND ADDRESSES OF OWNERS</u>	<u>NUMBER OF CARS</u>	<u>IDENTIFYING MARKS</u>	<u>SERIAL NUMBERS</u>	<u>A.A.R. MECH. DESIG.</u>
Douglas D. Mercer 775 Park Avenue New York, NY 10021	15	GWIX	20035 to and including 20049	LO

Each of the owners whose name and address has been set forth above has entered into a separate management agreement with SMC/SRS pursuant to which SMC/SRS has agreed to manage, on behalf of and as agent for such owner, each of the covered hopper railroad freight cars identified above opposite the name of such owner. SMC/SRS and GWRR do not have title to, and are not the owners of, any of the covered hopper railroad freight cars identified above.

B. Description of Other Document Previously Submitted to the Commission for Recording .

Reference is hereby made to the following document, an original of which has been recorded by the Commission and two certified true copies of which have been recorded and filed by the Commission under the recordation number, and on the date and at the hour set forth below:

<u>DOCUMENT</u>	<u>RECORDATION NUMBER</u>	<u>DATE/HOUR</u>
Subcontractor Agreement, dates as of November 7, 1978, by and between <u>Sates Marine Corporation, doing business through its division, States Rail Services, 280 Park Avenue, New York, New York 10017, and GWI Rail Management Corp., 3846 Retsof Road, Retsof, New York 14539</u> (said Subcontractor Agreement being hereinafter called the "Subcontractor Agreement")	#9946A	12/27/78/1:35 p.m.

Pursuant to the terms of the Subcontractor Agreement, SMC/SRS has subcontracted to GWI Rail Management Corp. ("GWIRM") certain operational and managerial responsibilities which have been or will be assumed by SMC/SRS in respect of a maximum of five hundred (500) covered hopper railroad freight cars. SMC/SRS has entered or will enter into a management agreement with each owner of any one or more of said covered hopper railroad freight cars. GWIRM does not and will not have title to, and is not and will not be the owner of, any of the covered hopper railroad freight cars which is or will be subject to the Subcontractor Agreement.

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January 15, 1979

All of the covered hopper railroad freight cars which are or will be subject to the GWRR Use Agreement are or will be subject, in addition, to the Subcontractor Agreement. As stated above, one-hundred and forty-five (145) of the covered hopper railroad freight cars have been delivered by SMC/SRS to GWRR pursuant to the GWRR Use Agreement prior to the date of this letter of transmittal. The said one-hundred and forty-five freight cars are also subject to the Subcontractor Agreement.

C. Procedural Matters.

It is hereby respectfully requested that each of the following names be inserted in the Commission index established pursuant to Section 1116.5 (c) of Title 49 of the Code of Federal Regulations:

- (1) Michael G. Berolzheimer;
- (2) Ray C. Adam;
- (3) Elizabeth M. Webster; and
- (4) Douglas D. Mercer.

It is also hereby respectfully requested that the recordation number of each of the following documents be noted in the Commission index under the name of each of the parties shown above:

- (a) the GWRR Use Agreement (Recordation Number: 9946);
- (b) the Subcontractor Agreement (Recordation Number: 9946A);  
and
- (c) the Second Schedule to the GWRR Use Agreement.

It is also hereby respectfully requested that an appropriate notation of the recordation number of the Second Schedule to the GWRR Use Agreement be made on the Commission index showing the original recordation of the GWRR Use Agreement.

A check in the amount of ten dollars (\$10.00) has been enclosed with this letter of transmittal to cover the recordation fee prescribed by Section 1116.3 (d) of Title 49 of the Code of Federal Regulations.

Kindly return the original documents enclosed herewith to Louis J. Duval, Esq., Bingham, Dana & Gould, 100 Federal Street, Boston, Massachusetts 02110.

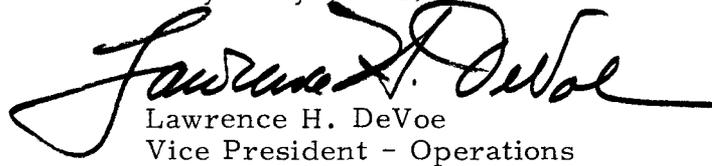
If there are any questions with respect to the GWRR Use Agreement, the Second Schedule thereto, the Subcontractor Agreement, the transactions described therein, or the covered hopper railroad freight cars subject thereto, please feel free to telephone Louis J. Duval, Esq., collect at (617) 357-9300.

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January 15, 1979

The undersigned hereby declares that he is an executive officer of the States Rail Services division of States Marine Corporation, and that he has knowledge of the matters set forth in the documents enclosed herewith.

Very truly yours,



Lawrence H. DeVoe  
Vice President - Operations

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Enclosures

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

1/23/79

OFFICE OF THE SECRETARY

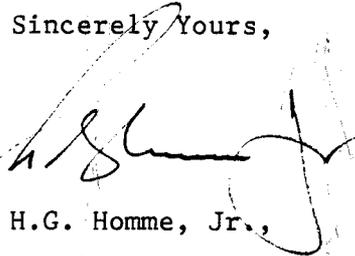
Lawrence H. Devoe  
Vice Pres.-Operations  
States Rail Services  
537 Steamboat Rd.  
Greenwich, Conn. 06850

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 1/23/79 at 10:45am, and assigned recordation number(s) 9946-1

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

RECORDATION NO. 9946-15 Filed 1425

JAN 28 1979 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

COMMONWEALTH OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

I, the undersigned Notary Public, do hereby certify that I have compared the document attached hereto with an executed original of the Second Schedule executed by Genesee and Wyoming Railroad Company and by States Marine Corporation, and that the document attached hereto is a true, correct and complete copy of such Second Schedule.

Date: January 19<sup>th</sup> 1979  
[Notarial Seal]

Arthur J. Pottie  
Notary Public

My commission expires:

ARTHUR J. POTTIE, Notary Public  
My Commission Expires: June 2, 1983

SECOND SCHEDULE

TO

THE AGREEMENT, DATED AS OF NOVEMBER 7, 1978, BETWEEN STATES  
MARINE CORPORATION AND GENESEE AND WYOMING RAILROAD COMPANY

<u>NAMES AND ADDRESSES OF OWNERS</u>	<u>NUMBER OF CARS</u>	<u>IDENTIFYING MARKS</u>	<u>SERIAL NUMBERS</u>	<u>A.A.R. MECH. DESIG.</u>
Michael G. Berolzheimer 3408 Quail Lakes Drive Stockton, California 95204	20	GNWR	810070 to and includ- ing 810089	LO
Ray C. Adam Woods End Road New Canaan, Connecticut 06840	5	GNWR	810090 to and includ- ing 810094	LO
Elizabeth M. Webster P.O. Box 31 Mountain View Road Blowenbury, New Jersey 08504	5	GWIX	20020 to and includ- ing 20024	LO
Douglas D. Mercer 775 Park Avenue New York, New York 10021	15	GWIX	20035 to and includ- ing 20049	LO

IN WITNESS WHEREOF, this Second Schedule has been executed by or on behalf of each of the undersigned as of January 15, 1979.

GENESEE AND WYOMING RAILROAD COMPANY

By:



STATES MARINE CORPORATION, doing business through its division, STATES RAIL SERVICES, as agent for the owners identified on this Second Schedule.

By:



STATE OF *Conn.* )  
COUNTY OF *Fairfield*) SS: *Greenwich*

On this *18th* day of January, 1979, before me personally appeared *Montimer B. Fuller*, to me personally known, who being by me duly sworn, says that he is the *President* of GENESEE AND WYOMING RAILROAD COMPANY, that the foregoing instrument was signed 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.

*J. J. Sanders*  
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STATE OF *Conn.* )  
COUNTY OF *Fairfield*) SS: *Greenwich*

On this *15th* day of January, 1979, before me personally appeared *John M. Randolph*, to me personally known, who being by me duly sworn, says that he is the *Vice President* of STATES MARINE CORPORATION, that the foregoing instrument was signed 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.

*J. J. Sanders*  
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