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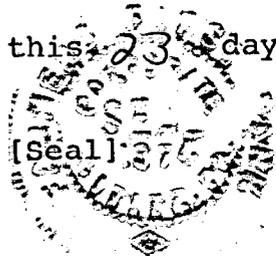
INTERSTATE COMMERCE COMMISSION

REASSIGNMENT OF CONDITIONAL SALE
AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Farmers First Bank, a state banking association, with offices at 9 East Main Street, Lititz, Pennsylvania 17543 (the "Assignor"), for and in consideration of the sum of One (\$1.00) Dollar and other good and valuable consideration to it in hand paid by Emons Leasing Co., Inc., a New Jersey corporation with offices at 490 East Market Street, York, Pennsylvania 17403 (the "Assignee"), does hereby assign, sell, transfer and set over unto the Assignee that certain Conditional Sale Agreement dated as of December 29, 1976 between the Assignee as Vendor and the Maryland And Pennsylvania Railroad Company as Vendee (the "Agreement"), said Agreement having been filed and recorded with the Interstate Commerce Commission on February 22, 1977 under Recordation Number 8076-A, and which Agreement was assigned by the Assignee to the Assignor by Agreement and Assignment dated February 17, 1977, which Agreement and Assignment was recorded with the Interstate Commerce Commission on February 22, 1977, under Recordation Number 8706-B, together with all of the right, title and interest of the Assignor in and to the Agreement.

IN WITNESS WHEREOF, Assignor has set its hand and seal

this 23rd day of MARCH, 1979.



FARMERS FIRST BANK

By: Richard M. Long SUP

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF YORK) SS.:
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On this 23 day of MARCH, 1979, before me personally appeared RICHARD L. CLONEY, to me personally known, who being by me duly sworn, says that he is the SN. V. PRES of Farmers First Bank, that the seal affixed to the foregoing instrument is the seal of said Bank; that said instrument was signed and sealed on behalf of said Bank 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 Bank.

Erdepe Horvath
Notary Public

MY COMMISSION EXPIRES
JANUARY 31, 1981
YORK, YORK COUNTY, PA.