

RECORDATION NO. 8706-1425  
MAR 27 1979 - 4 10 AM  
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF CONDITIONAL SALE  
AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Emons Leasing Co., Inc., a New Jersey corporation, with offices at 490 East Market Street, York, Pennsylvania 17403 (the "Assignor"), for and in consideration of the sum of One (\$1.00) Dollar and other good and valuable consideration to it paid by Emons Industries, Inc., a New York corporation, with offices at 490 East Market Street, York, Pennsylvania 17403 (the "Assignee"), does hereby assign, sell, transfer and set over unto the Assignee the following described Conditional Sale Agreement, as amended:

That certain Conditional Sale Agreement dated as of December 29, 1976 between the Assignor as Vendor and the Maryland and Pennsylvania Railroad Company as Vendee (the "Agreement"), said Agreement having been recorded with the Interstate Commerce Commission on February 22, 1977 under Recordation Number 8706-A, and which Agreement was assigned by Assignor to Farmers First Bank, a state banking association ("Farmers") on February 17, 1977 and which Assignment was recorded with the Interstate Commerce Commission on February 22, 1977 under Recordation No. 8706-B, which Agreement has been reassigned by Farmers to Assignor, and has been amended by Amendment Number One thereto, which reassignment and amendment will be recorded with the Interstate Commerce Commission.

Together with all of the right, title and interest of the Assignor

in and to the Agreement, as amended.

IN WITNESS WHEREOF, Assignor has set its hand and  
seal this 23 day of MARCH, 1979.

EMONS LEASING CO., INC.

By:

Robert Grossman  
President

