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3-159A036

RECORDATION NO. 18255 FILED 1425

JUN 8 1993 1:10PM

OF COUNSEL
URBAN A. LESTER

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

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18255 FILED 1425

JUN 8 1993 1:10PM

INTERSTATE COMMERCE COMMISSION

JUN 8 10 10 AM '93
MOTOR OPERATING UNIT

June 8, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed are two original fully executed and acknowledged copies of 1) a Memorandum of Railcar Usage Agreement dated as of June 4, 1993, a primary document, and 2) a Memorandum of Assignment of Railcar Usage Agreement dated as of June 4, 1993, a secondary document.

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

Lessor/Assignor: Pioneer Railroad Equipment Co., Ltd.
1831 North Santa Fe Avenue
Chillicothe, Illinois 61253

Lessee: Alabama Railroad Company
1831 North Santa Fe Avenue
Chillicothe, Illinois 61253

Assignee: Concord Commercial Corporation
70 Valley Stream Parkway
Malvern, Pennsylvania 19355

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit "A" attached thereto.

Handwritten signatures and initials on the left margin.

Mr. Sidney L. Strickland, Jr.
June 8, 1993
Page 2

Also enclosed is a check in the amount of \$32 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

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

Memorandum of Railcar Usage Agreement dated as of June 4, 1993 between Pioneer Railroad Equipment Co., Ltd., Lessor and Alabama Railroad Co.; Memorandum of Assignment of Railcar Usage Agreement dated as of June 4, 1993 between Pioneer Railroad Equipment Co., Ltd, Assignor, and Concord Commercial Corporation, Assignee, covering railcars bearing ALAB reporting marks and road numbers (formerly SP/WCTR reporting marks and road numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/8/93

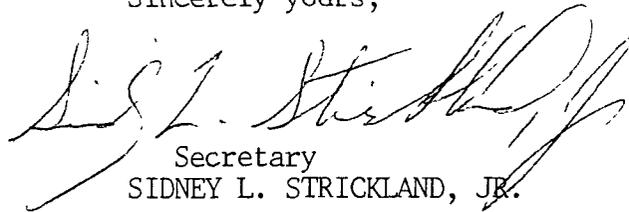
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W.
Washington, D.C. 20006

Dear **Sir**:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/8/93** at **1:10pm**, and assigned recordation number(s). **6634-C, 18254, 18255 & 18255-A**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

EXHIBIT "A"

Collateral:

One (1) ALAB 241669, formerly SP 241669
One (1) ALAB 241489, formerly SP 241489
One (1) ALAB 241850, formerly SP 241850
One (1) ALAB 241580, formerly SP 241580
One (1) ALAB 241480, formerly SP 241480
One (1) ALAB 241848, formerly SP 241848
One (1) ALAB 241678, formerly SP 241678
One (1) ALAB 241553, formerly SP 241553
One (1) ALAB 241473, formerly SP 241473
One (1) ALAB 241498, formerly SP 241498
One (1) ALAB 241766, formerly SP 241766
One (1) ALAB 241611, formerly SP 241611
One (1) ALAB 241548, formerly SP 241548
One (1) ALAB 241825, formerly SP 241825
One (1) ALAB 241542, formerly SP 241542
One (1) ALAB 241808, formerly SP 241808
One (1) ALAB 241758, formerly WCTR 241758
One (1) ALAB 241861, formerly WCTR 241861
One (1) ALAB 241833, formerly WCTR 241833
One (1) ALAB 241563, formerly WCTR 241563
One (1) ALAB 241663, formerly WCTR 241663
One (1) ALAB 241920, formerly WCTR 241920
One (1) ALAB 241662, formerly WCTR 241662
One (1) ALAB 241836, formerly WCTR 241836
One (1) ALAB 241860, formerly WCTR 241860

Pioneer Railroad Equipment Co., Ltd.

By: *Geoff Brunk*

Title: CEO

Date: 6-4-93

Alabama Railroad Co.

By: *B. M. Zoumit*

Title: Secretary

Date: 6/2/93

JUN 8 1993 1.10PM

Memorandum of Railcar Usage Agreement (the "Contract") made and entered into as of JUNE 4, 1993 by and between Pioneer Railroad Equipment Co., Ltd., an Iowa corporation ("Lessor") and Alabama Railroad Co., an Iowa corporation, ("Lessee").

WITNESSETH:

- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor the cars bearing the railroad reporting markings set forth on Exhibit A.
- 2. The Contract shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Contract.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Pioneer Railroad Equipment Co., Ltd.
By: [Signature] CEO

Alabama Railroad Co.
By: [Signature] Secretary

STATE OF Illinois
COUNTY OF Marshall

On this 3rd day of June, 1993, before me personally appeared GUY L. BRENKMAN, to me personally known, who being by me duly sworn, says that he is the CEO of Pioneer Railroad Equipment Co., Ltd., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires: 3-3-97

STATE OF Illinois
COUNTY OF Marshall



On this 3rd day of June, 1993, before me personally appeared B. ALLEN BROWN, II, to me personally known, who being by me duly sworn, says that he is Secretary of Alabama Railroad Co. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC



EXHIBIT "A"

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Pioneer Railroad Equipment Co., Ltd.

By: *George Brunk*

Title: CEO

Date: 6-4-93

Alabama Railroad Co.

By: *B. M. Brown*

Title: Secretary

Date: 6/3/93