

RECEIVED
SURFACE TRANSPORTATION
BOARD

SONNENSCHN NATH & ROSENTHAL

1301 K STREET N.W.

SUITE 600, EAST TOWER

WASHINGTON, D.C. 20005

December 22, 1998

DEC 22 3 25 PM '98

(202) 408-6400

FACSIMILE

(202) 408-6399

CHICAGO
LOS ANGELES
NEW YORK
SAN FRANCISCO
ST. LOUIS

DIRECT LINE
(202) 408-6351

By Hand

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

RECORDATION NO. 20835-B FILED

DEC 22 '98 3-25 PM

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11301(a) are two (2) original copies of a Memorandum of Amended and Restated Loan and Security Agreement, Deed of Hypothec and Deed of Collateral Hypothec, dated as of December 21, 1998, which should be recorded as a *secondary* document under STB Recordation No. 20835 (we believe that the next number is 20835-A).

The names of the parties to the enclosed (and certain related) documents are:

Emons Transportation Group, Inc.)	
Emons Industries, Inc.)	
Emons Finance Corp.)	
Maryland and Pennsylvania Railroad Company)	Borrowers (for indexing
Emons Logistics Services, Inc.)	purposes, Mortgagors,
Maine Intermodal Transportation, Inc.)	yellow pages, with each
Emons Railroad Group, Inc.)	name indexed separately)
Yorkrail, Inc.)	
St. Lawrence & Atlantic Railroad Company)	
Penn Eastern Rail Lines, Inc.)	
SLR Leasing Corp.)	
St. Lawrence & Atlantic Railroad (Quebec) Inc.)	

LaSalle National Bank

Lender (for indexing
purposes, Mortgagee, white
pages)

Please index the name of each Borrower *separately* under its own name (yellow pages) with a reference to this filing, *i.e.* "See Recordation No. 20835-A."

A description of certain existing railroad equipment covered by the documents described in the enclosed Memorandum is provided in Schedule 4.9 and Schedule 6.9 attached

Country Club - L. John Cohen

Hon. Vernon A. Williams

December 22, 1998

Page 2

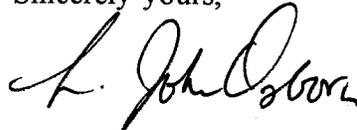
to the enclosed Memorandum, but note that the Agreement and related documents described in the Memorandum create a security interest in all locomotives and rolling stock **NOW OWNED OR HEREAFTER ACQUIRED** by the Borrowers and all now existing and hereafter acquired interest of the Borrowers in locomotives and rolling stock.

A short summary of the documents described in the enclosed Memorandum, to appear in the STB's Index, is as follows:

"All locomotives and rolling stock **NOW OWNED OR HEREAFTER ACQUIRED** by the Borrowers and all now existing and hereafter acquired interest of the Borrowers in locomotives and rolling stock."

Also enclosed is a check in the amount of \$26.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

A handwritten signature in cursive script that reads "L. John Osborn". The signature is written in dark ink and is positioned above the printed name.

L. John Osborn

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

L. John Osborn
Sonnenschein Nath & Rosenthal
1301 K Street, NW, Ste. 600
Washington, DC., 20005

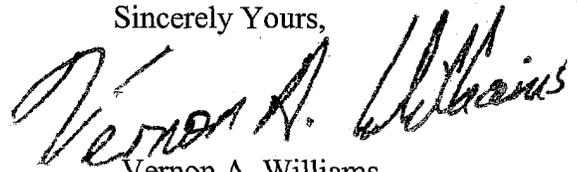
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/22/98 at 3:25PM , and

assigned recordation number(s). 20835-B.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



DEC 22 '98

3-25 PM

MEMORANDUM OF
AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT
DEED OF HYPOTHEC AND
DEED OF COLLATERAL HYPOTHEC

This MEMORANDUM OF AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT, dated as of December 21, 1998, is made by Emons Transportation Group, Inc., Emons Industries, Inc., Emons Finance Corp., Maryland and Pennsylvania Railroad Company, Emons Logistics Services, Inc., Maine Intermodal Transportation, Inc., Emons Railroad Group, Inc., Yorkrail, Inc., St. Lawrence & Atlantic Railroad Company, Penn Eastern Rail Lines, Inc. and SLR Leasing Corp. (collectively the "U.S. Borrowers"), St. Lawrence & Atlantic Railroad (Quebec) Inc. ("SLQ", collectively with the U.S. Borrowers, the "Borrowers") and LaSalle National Bank (the "Lender").

WHEREAS, the Lender and certain of the U.S. Borrowers are parties to that certain Loan and Security Agreement dated as of August 15, 1997 (as heretofore amended, the "Original Security Agreement"); and

WHEREAS, the Lender and the Borrowers have entered into that certain Amended and Restated Loan and Security Agreement dated as of December 21, 1998 (as it may be further amended from time to time, the "Amended Security Agreement"), for the purpose of amending and restating the Original Security Agreement and joining in, SLQ and SLR Leasing Corp. on the terms and conditions stated, and in order to provide for, among other things, a loan to be made by Lender to SLQ in connection with SLQ's acquisition of the Sherbrooke Short Line Railroad located in Quebec, Canada and other loans to other Borrowers to enable SLQ to finance certain capital improvements and for other general corporate purposes of such other Borrowers; and

WHEREAS, among the collateral pledged by the U.S. Borrowers to the Lender to secure the obligations of the U.S. Borrowers under both the Original Security Agreement and the Amended Security Agreement are all locomotives and rolling stock NOW OWNED OR HEREAFTER ACQUIRED by the U.S. Borrowers and all now existing and hereafter acquired interest of the U.S. Borrowers in locomotives and rolling stock; and

WHEREAS, SLQ has executed that certain Deed of Hypothec dated as of December 21, 1998 (as it may be further amended from time to time, the "Hypothec") to secure SLQ's obligations to Lender under the Amended Security Agreement and that certain Deed of Collateral Hypothec dated as of December 21, 1998 to secure the obligations of SLQ to certain of the U.S. Borrowers as set forth in that certain Reimbursement and Discretionary Advance Agreement dated as of December 21, 1998 and among the collateral pledged thereunder are all locomotives and rolling stock NOW OWNED OR HEREAFTER ACQUIRED by SLQ and all now existing and hereafter acquired interest of SLQ in locomotives and rolling stock.

WHEREAS, attached hereto and made a part hereof are those certain Schedules 4.9 and 6.9 from the aforesaid Amended Security Agreement listing all the locomotives and rolling stock now owned by the Borrowers, and all of the rolling stock now leased to the Borrowers.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Amended and Restated Loan and Security Agreement, Deed of Hypothec and Deed of Collateral Hypothec to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

EMONS TRANSPORTATION GROUP, INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS INDUSTRIES, INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS FINANCE CORP.

By: _____
Name: Amy Weaver
Title: President

MARYLAND AND PENNSYLVANIA RAILROAD COMPANY

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS LOGISTICS SERVICES, INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

MAINE INTERMODAL TRANSPORTATION, INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS RAILROAD GROUP, INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS TRANSPORTATION GROUP, INC.

By: _____
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS INDUSTRIES, INC.

By: Amy A Weaver
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS FINANCE CORP.

By: _____
Name: Amy Weaver
Title: President

MARYLAND AND PENNSYLVANIA RAILROAD COMPANY

By: _____
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS LOGISTICS SERVICES, INC.

By: _____
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

MAINE INTERMODAL TRANSPORTATION, INC.

By: _____
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

EMONS RAILROAD GROUP, INC.

By: _____
Name: Scott F. Ziegler
Title: Senior V.P. and Chief Financial Officer

YORKRAIL, INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Chief Financial Officer

ST. LAWRENCE & ATLANTIC RAILROAD COMPANY

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Chief Financial Officer

PENN EASTERN RAIL LINES, INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Chief Financial Officer

ST. LAWRENCE & ATLANTIC RAILROAD (QUEBEC) INC.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Chief Financial Officer

SLR LEASING CORP.

By: Scott F. Ziegler
Name: Scott F. Ziegler
Title: Chief Financial Officer

LASALLE NATIONAL BANK

By: _____
Title: _____

YORKRAIL, INC.

By: _____
Name: Scott F. Ziegler
Title: Chief Financial Officer

ST. LAWRENCE & ATLANTIC RAILROAD COMPANY

By: _____
Name: Scott F. Ziegler
Title: Chief Financial Officer

PENN EASTERN RAIL LINES, INC.

By: _____
Name: Scott F. Ziegler
Title: Chief Financial Officer

ST. LAWRENCE & ATLANTIC RAILROAD (QUEBEC) INC.

By: _____
Name: Scott F. Ziegler
Title: Chief Financial Officer

SLR LEASING CORP.

By: _____
Name: Scott F. Ziegler
Title: Chief Financial Officer

LASALLE NATIONAL BANK

By: _____
Title: TERRI A. MAURER
VICE PRESIDENT

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Pennsylvania)
) SS:
County of York)

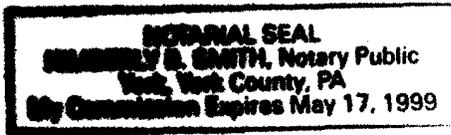
On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. + Chief Financial Officer of Emons Transportation Group, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith

Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott S. Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. and CFO of Emons Industries, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999



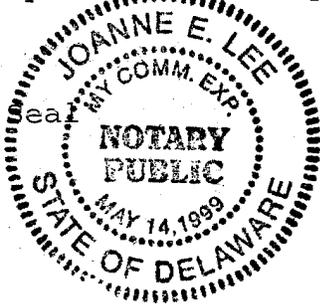
CORPORATE FORM OF ACKNOWLEDGEMENT

State of Delaware)
County of New Castle) SS:)

On this 15th day of December, 1998, before me personally appeared Amy Weaver to me personally known, who being by me duly sworn, says that he/she is the President of Emons Finance Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Handwritten Signature]
Signature of Notary Public

My commission expires My Commission Expires May 14, 1999



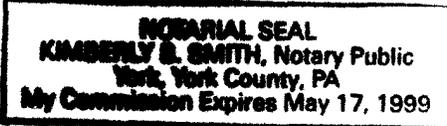
CORPORATE FORM OF ACKNOWLEDGEMENT

State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. and C.F.O. of Maryland and Pennsylvania Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal 

CORPORATE FORM OF ACKNOWLEDGEMENT

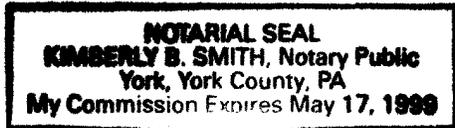
State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. and C.F.O. of Emons Logistics Services, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

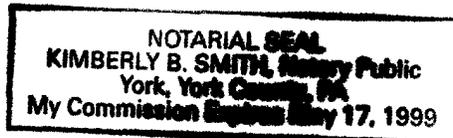
State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. and C.F.O. of Maine Intermodal Transportation, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Pennsylvania)
County of York) SS:

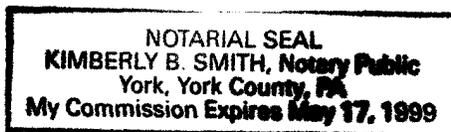
On this 10th day of December, 1998, before me personally appeared Scott Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. and C.F.O. of Emons Railroad Group, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith

Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

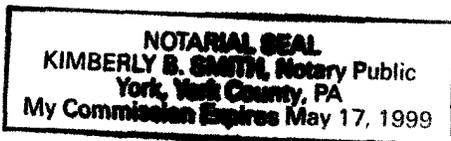
State of Pennsylvania)
County of York) SS:

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the S.V.P. and C.F.O. of Yorkrail, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

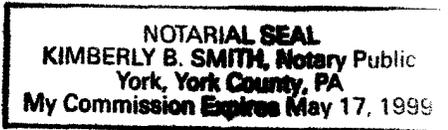
State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the S.V.P. and C.F.O. of St. Lawrence & Atlantic Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

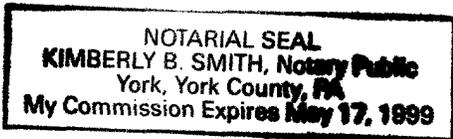
State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. and C.F.O. of Penn Eastern Rail Lines, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

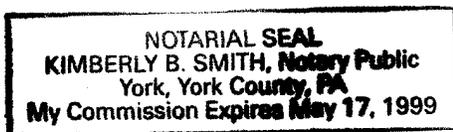
State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the S.V.P. and C.F.O. of St. Lawrence & Atlantic Railroad (Quebec) Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

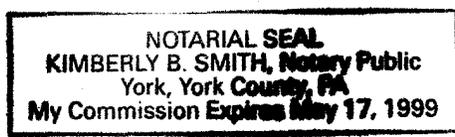
State of Pennsylvania)
) SS:
County of York)

On this 10th day of December, 1998, before me personally appeared Scott F. Ziegler to me personally known, who being by me duly sworn, says that he/she is the Sr. V.P. and C.F.O. of SLR Leasing Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly B. Smith
Signature of Notary Public

My commission expires May 17, 1999

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Illinois)
County of Cook) SS:)

On this 9th day of December, 1998, before me personally appeared Terri A Maurer to me personally known, who being by me duly sworn, says that he/she is the Vice President of LaSalle National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cynthia Mankowski _____
Signature of Notary Public

My commission expires 10-21-01

Seal

8104475.3



SCHEDULE 4.9

LIST OF OWNED ROLLING STOCK

	LOCOMOTIVE/RAILCAR	CURRENT OWNER	CURRENT ID
1.	EMD GP-16 Ser. No. 5499-B	YKR	1600
2.	EMD GP-16 Ser. No. 5499-A	YKR	1734
3.	EMD GP-16 Ser. No. 5499-21	YKR	1735
4.	EMD GP-16 No. 5125-14	YKR	1602
5.	EMD GP9	YKR	1750
6.	EMD GP9	YKR	1752
7.	EMD GP9	YKR	1754
8.	EMD GP9	YKR	1756
9.	EMD GP9	SLR	60
10.	EMD GP9	SLR	64
11.	EMD GP9	SLR	58
12.	EMD GP9	SLR	62
13.	EMD GP9	SLR	68
14.	EMD SW9	MPA	82
15.	EMD SW9	MPA	84
16.	EMD CF7	MPA	1500
17.	EMD CF7	MPA	1502
18.	EMD CF7	MPA	1504
19.	EMD CF7	MPA	1506
20.	50' Boxcar	MPA	127
21.	50' Boxcar	MPA	300
22.	50' Boxcar	MPA	301
23.	Jordan Spreader	SLR	SLRX1
24.	70 ton Coal Car	SLR	SLRX4

LOCOMOTIVE/RAILCAR	CURRENT OWNER	CURRENT ID
25. 70 ton Coal Car	SLR	SLRX5
26. 70 ton Coal Car	SLR	SLRX6
27. 70 ton Rock Car	SLR	SLRX3
28. 70 ton Rock Car	SLR	SLRX7
29. 70 ton Rock Car	SLR	SLRX8
30. 40' Flat Car	SLR	SLRX10
31. 40' Flat Car	SLR	SLRX11
32. 100 ton Gondola Car	SLR	SLRX9*
33. 70 ton Gondola Car	SLR	SLRX12
34. ALCO M420**	SLR	SLQ 3505
35. ALCO M420**	SLR	SLQ 3512
36. ALCO M420**	SLR	SLQ 3516
37. ALCO M420**	SLR	SLQ 3517
38. ALCO M420**	SLR	SLQ 3519
39. ALCO M420**	SLR	SLQ 3562
40. ALCO M420**	SLR	SLQ 3569
41. ALCO M420**	SLR	SLQ 3573
42. ALCO M420**	SLR	SLQ 3578
43. ALCO M420**	SLR	SLQ 3579

* Currently not in service. Will be marked as noted prior to being placed in service.

** The Borrowers contemplate executing a sale and leaseback of these locomotives.

**EMONS TRANSPORTATION GROUP, INC.
SCHEDULE 6.9**

Leases: Real Property

See Schedule 4.4 for a list of all real property owned by Borrowers

Real Property Leases

<u>Borrower/Status</u>	<u>Location</u>	<u>Use</u>	<u>Landlord/Lessee</u>
Emons/Lessee	96 S. George St. York, PA	Admin. Offices	96 South George Street, Inc.
SLR/Lessee	416 Lewiston Junction Road Auburn, ME	Admin. Offices	Nick & Nick Realty Co.
SLR/Lessee	Lewiston Junction Road Auburn, ME	Land for Locomotive Repair Facility	Lewiston & Auburn Railroad Co.
SLR/Lessee	7 Main Street Groveton, NH	Section Headquarters	Bernard and Jeanne Bushey
SLR/Lessee	Auburn, ME	Trackage	Lewiston & Auburn Railroad Co.
SLR/Lessee	South Paris, ME	Trackage	Norway Branch Railroad Co.
SLR/Lessor	Island Pond/Brighton, VT	Lumber reload yard	R.C.P. Transit, Inc. (Lessee)
MIT/Lessee	233 Lewiston Junction Road Auburn, ME	Intermodal Terminal	City of Auburn
YKR/Lessor	350 N. George St. York, PA	Warehouse	Agmark (Lessee)
Penn Eastern/Lessee	Emmaus, PA to East Greenville, PA	Trackage	Pennsylvania Department of Transportation
Penn Eastern/Lessee	Boyertown, PA to Pottstown, PA	Trackage	Pennsylvania Department of Transportation
Penn Eastern/Lessee	Kutztown, PA to Topton, PA	Trackage	Pennsylvania Department of Transportation
Penn Eastern/Lessee	Manheim, PA	Trackage	Pennsylvania Department of Transportation

Penn Eastern/Lessee	Bristol, PA	Trackage	Bristol Industrial Park
SLR/Lessee	Berlin, NH	Trackage	Berlin Mills Railway Company
Emons/Lessee	York, PA	Office Copier	Ikon Office Solutions
MPA/Lessee	York, PA	The CIT Group/Equipment Financing, Inc.	Case Loader Backhoe
MPA/Lessee	York, PA	Chevy Pickup	PHH Vehicle Management
MPA/Lessor	Spring Grove, PA	Locomotive (1)	PH Glatfelter Company (Lessee)
Logistics/Lessee	York, PA	Forklifts(6)	Caterpillar Financial Services Corp.
Logistics/Lessee	York, PA	Steam Boilers (2)	CSX Transportation, Inc.
Logistics/Lessee	York, PA	Roper Oil Pumps (3)	CSX Transportation, Inc.
Logistics/Lessee	York, PA	Air Pump	CSX Transportation, Inc.
SLR/Lessee	Auburn, ME	Office Copiers (2)	Panasonic Communications
SLR/Lessee	Auburn, ME	Document Scanner	First United Leasing Corp.
SLR/Lessee	Danville Junction, ME	1989 GMC Crew Cab	J.R. Leasing, Inc.
SLR/Lessee	Auburn, ME	1992 Chevy S10 Truck	J.R. Leasing, Inc.
SLR/Lessee	Island Pond, VT	1994 Chevy Truck	J.R. Leasing, Inc.
SLR/Lessee	Danville Junction, ME	1994 Chevy Crew Cab	J.R. Leasing, Inc.
SLR/Lessee	Auburn, ME	Panasonic Fax and Copier	Sanwa Leasing Corp.

See attached for leased rolling stock.

SCHEDULE 6.9 cont.

Leased Rolling Stock

<u>Description</u>	<u>Lessor</u>	<u>Quantity</u>	<u>ID No.</u>	<u>Lessee</u>
Locomotive	GATX	1	GSCX3702	SLR
Locomotive	GATX	1	GSCX3717	SLR
Locomotive	GATX	1	GSCX3733	SLR
Locomotive	Locomotive Leasing Partners	1	LLPX3000	SLR
EMD SW-1	First National Bank of Maryland	1	BMS #731	SLR
EMD SW-1	First National Bank of Maryland	1	BMS #741	SLR
EMD GP-10	First National Bank of Maryland	1	EPRY #75	Penn Eastern
EMD SW-900	First National Bank of Maryland	1	EPRY #52	Penn Eastern
EMD SW-900	First National Bank of Maryland	1	EPRY #99	Penn Eastern
GE 44T	First National Bank of Maryland	1	EPRY #4	Penn Eastern
EMD NW-2	First National Bank of Maryland	1	BITY #8203	Penn Eastern
EMD NW-2	First National Bank of Maryland	1	CHTS #9008	Penn Eastern
GE U-28B	First National Bank of Maryland	1	LANO #261	Penn Eastern
EMD GP-10	First National Bank of Maryland	1	LANO #57	Penn Eastern
Tank	GATX	1	GATX010167	YKR
Tank	GATX	1	GATX027446	YKR
Tank	GATX	1	GATX094907	YKR
Ballast	Chicago Freight	1	CRDX900000	YKR, MPA

<u>Description</u>	<u>Lessor</u>	<u>Quantity</u>	<u>ID No.</u>	<u>Lessee</u>
Ballast	Chicago Freight	1	CRDX900001	YKR, MPA
Ballast	Chicago Freight	1	CRDX900002	YKR, MPA
Covered Hopper	GE	6	YKR101-106	YKR
Gondolas	GE	5	YKR10009-10013	YKR
Box Plate C	GE	20	YKR5000-5019	YKR
Box Plate B	GE	18	YKR6000-6018	YKR
Box Plate C	GE	12	YKR5020-5031	YKR
Gondolas	GE	9	YKR10000-10008	YKR
Box Plate C	GE	40	YKR5032-5071	YKR
Box Plate C	GE	50	YKR6100-6149	YKR
Box Plate C	GE	30	YKR5000 series	UP (sublease)
Box Plate C	GE	65	SLR101-165	SLR
Box Plate C	GE	25	SLR166-190	SLR
Box Plate B	GE	254	SLR1000-1279	SLR
Box Plate B	GE	55	SLR2000-2059	SLR
Box Plate C	GE	131	SLR200-333	SLR
Box Plate C	GE	30	SLR2060-2090	SLR
Box Plate F	GE	37	SLR3000-3036	SLR
Box Plate Box C	GE	32	SLR1900-1931	SLR
Box Plate F	GE	10	SLR2900-2909	SLR
Box Plate C	GE	5	SLR LNAC's	SLR
Tanks	GE	12	PTLX, RTMX & ACFX	SLR
Tanks	GE	1	NATX	SLR
Log Flats	CK Industries	15	SLR52000-52014	SLR
Tanks	GE	13	ACFX, NATX	SLR
50' Insulated	GE	3	SLR 6509-6510 & 6532	SLR

<u>Description</u>	<u>Lessor</u>	<u>Quantity</u>	<u>ID No.</u>	<u>Lessee</u>
Box Plate F	GE	9	MSDR's	SLR
50" 70 Ton Boxcar	GE	41	PRL 1000-1017, 1019-1021, 1024, 1031, 1036-1040, EPRY 1018, 1022-1023, CHTS 1025-1035	Penn Eastern