

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

18676
RECORDATION IC. FILED 1425

JAN 31 1994 - 11:25 AM

INTERSTATE COMMERCE COMMISSION

January 31, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Agency Agreement and Interest dated 10/13/93 between the following parties:

Agent: Interail, Inc.
One Foxfield Square, #200
St. Charles, IL 60174

Owner: C.K. Industries, Inc.
Post Office Box 0087
Deland, FL 32721

The equipment involved in this transaction includes:

Equipment: 88, Used Covered Hoppers
IC 769550-769654

Please file this agreement as a primary document. The filing fee of \$18 is enclosed. Thank you for your assistance.

Sincerely,

Mary A. Oster

Mary Ann Oster
Research Consultant

Enclosures

C. Oster
Mary A. Oster

RECORDED
INDEXED
JAN 31 1994

Interstate Commerce Commission
Washington, D.C. 20423

1/31/94

OFFICE OF THE SECRETARY

Mary A. Oster
Research Consultant
12897 Colonial Drive
Mt Airy, MD 21771

Dear Ms. Oster:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 1/31/94 at 9:35am, and assigned
recordation number(s). 18676, 18678 & 18678

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18676 FILED 1425
JAN 31 1994 - 11 35 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF AGENCY AGREEMENT AND INTEREST

This Memorandum is intended to evidence the Agency Agreement dated as of September 7, 1993 (the "Agency Agreement") between C. K. Industries, Inc., a Florida corporation ("Owner") and Interail, Inc., a Kansas corporation ("Agent"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 U.S.C. §11303. The Owner is the owner of the railroad rolling stock more fully described on Exhibit A attached hereto (the "Units") and has granted to Agent certain rights including the right to lease the Units. The Agency Agreement provides for other terms, including a fee to be paid to the Agent in certain events, including for the Lease and for certain options that may be executed by the Lessee under the Lease and grants to the Agent certain options with respect to the Units.

IN WITNESS WHEREOF, the Owner and the Agent, each pursuant to authority, have executed this Memorandum of Agency Agreement and Interest as of the 13th day of OCTOBER, 1993.

C. K. INDUSTRIES, INC.

INTERAIL, INC.

BY _____

BY _____

[Signature]
VICE PRESIDENT - SALES

STATE OF FLORIDA)

SS:

COUNTY OF VOLUSIA)

On this 13th day of October, 1993, before me personally appeared CLAUDE BIGOT, to me personally known, who, being by me duly sworn, says that he is President of C. K. INDUSTRIES, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Agency Agreement and Interest was the free act and deed of said corporation.

Joan A. Sherouse
Notary Public

Joan A. Sherouse
Commission No. CC144309

[Notarial Seal]

My commission expires: 9/14/95

STATE OF Illinois)

SS:

COUNTY OF DePue)

On this 1 day of Oct., 1993, before me personally appeared Richard S. Meyer, to me personally known, who, being by me duly sworn, says that he is Vice President - Sales of INTERAIL, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Agency Agreement and Interest was the free act and deed of said corporation.

Kathleen Kregul
Notary Public

[Notarial Seal]

My commission expires

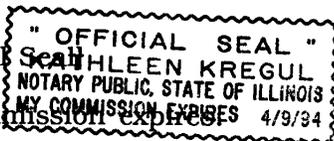


EXHIBIT A

OWNER - C. K. INDUSTRIES, INC.

"RAILCARS"

88 used covered hopper cars, thrall built, 1979,
100-ton, 4750 cu. ft.

CURRENT
REPORTING MARKS

GNWR 301290	GNWR 301401
GNWR 301291	GNWR 301402
GNWR 301292	GNWR 301405
GNWR 301294	GNWR 301407
GNWR 301295	GNWR 301408
GNWR 301299	GNWR 301409
GNWR 301300	GNWR 301412
GNWR 301301	GNWR 301413
GNWR 301302	GNWR 301415
GNWR 301303	GNWR 301417
GNWR 301304	GNWR 301418
GNWR 301305	GNWR 301419
GNWR 301306	GNWR 301424
GNWR 301308	GNWR 301425
GNWR 301312	GNWR 301427
GNWR 301313	GNWR 301428
GNWR 301314	GNWR 301432
GNWR 301315	GNWR 301433
GNWR 301317	GNWR 301435
GNWR 301320	GNWR 301438
GNWR 301321	GNWR 301439
GNWR 301324	GNWR 301440
GNWR 301326	GNWR 301441
GNWR 301327	GNWR 301445
GNWR 301329	GNWR 301446
GNWR 301332	GNWR 301448
GNWR 301337	GNWR 301449
GNWR 301338	GNWR 301450
GNWR 301339	GNWR 301452
GNWR 301342	GNWR 301454
GNWR 301343	GNWR 301457
GNWR 301346	GNWR 301459
GNWR 301349	GNWR 301460
GNWR 301350	GNWR 301461
GNWR 301354	GNWR 301463
GNWR 301356	GNWR 301465
GNWR 301357	GNWR 301466
GNWR 301361	GNWR 301467
GNWR 301363	GNWR 301468
GNWR 301366	GNWR 301469
GNWR 301367	GNWR 301470
GNWR 301371	GNWR 301476
GNWR 301374	GNWR 301477
GNWR 301379	GNWR 301478

TO BE REMARKED WITH 88 NUMBERS FROM THE
FOLLOWING SERIES:

IC 769550 - 769654