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PLEASE REPLY TO

June 5, 1991

RECORDATION NO 17301 FILED 1925

May 9 1991 *2:50 PM*

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20005

Dear Sir or Madam:

Enclosed for recordation is a Memorandum of Lease Agreement, reflecting the assignment by MDFC Equipment Lease Corporation to C.K. Industries, Inc. covering the following:

70 50'6"-- 100 TON GONDOLA CARS bearing their reporting marks and car numbers CR584860 to 584929.

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

C. K. Industries, Inc.
Post Office Box 0087
DeLand, FL 32721-0087

Consolidated Rail Corporation
1334 Six Penn Center Plaza
Philadelphia, PA 19103
Attention: Thomas J. Hieber, Assistant Treasurer
and Finance Investor Relations.

I am also enclosing my firm check in the amount of \$15.00 made payable to the Interstate Commerce Commission, for filing this Memorandum of Lease Agreement.

Please return a filed copy to me at your earliest convenience.

Sincerely,

J Daniel Peterson
J. Daniel Peterson

JDP/js
17301
Enclosures

Hand Book

1000 of the 1000

Consolidated Rail Corporation

Interstate Commerce Commission
Washington, D.C. 20423

6/12/91

OFFICE OF THE SECRETARY

J. Daniel Peterson

Lendis, Graham French, Husfeld, Sherman & Ford
145 east Rich Avenue

P.O.Box 45

Deland, Florida 32721-0048

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 5/9/91 at 2:50pm, and assigned recordation number(s). 17301

Sincerely yours,

9:50
4/11/91
Sidney L. Strickland, Jr.
Sidney L. Strickland, Jr.
Secretary

MAY 9 1991 -12 50 PM

MEMORANDUM OF LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

1. This Memorandum of Lease Agreement is made and entered into by and between C. K. INDUSTRIES, INC., a Florida corporation and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation.

2. C. K. INDUSTRIES, INC. as ultimate assignee of that certain Lease dated December 20, 1989, by and between MDFC EQUIPMENT LEASE CORPORATION, and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, hereby agrees to lease to CONSOLIDATED RAIL CORPORATION. CONSOLIDATED RAIL CORPORATION agrees to and does hereby lease from C. K. INDUSTRIES, INC., the assignee under said lease, the following:

70 52'6" -- 100 TON GONDOLA CARS bearing their reporting marks and car numbers CR584860 to 584929, inclusive.

3. The addresses of the parties are as follows:

C. K. INDUSTRIES, INC.
P. O. Box 87
DeLand, FL 32721-0087

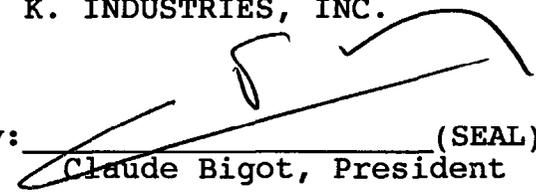
CONSOLIDATED RAIL CORPORATION
1334 Six Penn Center Plaza
Philadelphia, PA 19103
Attention: Thomas J. Hieber, Assistant Treasurer
and Finance Investor Relations

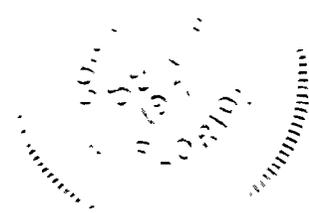
4. The term of the Lease Agreement is eighteen (18) years terminating April 30, 2008.

5. The terms and provision of the referenced Lease are more particularly set forth in a Lease Agreement dated December 20, 1989 by and between MDFC EQUIPMENT LEASE CORPORATION and CONSOLIDATED RAIL CORPORATION.

IN WITNESS WHEREOF, C. K. INDUSTRIES, INC. has caused this Memorandum to be duly executed by its President as of the date first above written.

C. K. INDUSTRIES, INC.

By:  (SEAL)
Claude Bigot, President



STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CLAUDE BIGOT, well known to me to be the President of the corporation described in the foregoing instrument, and he acknowledged executing the same freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of May, 1991.



Notary Public, State of Florida
My Commission Expires: 8-25-92

