

1-177A007



PRENTICE HALL LEGAL & FINANCIAL SERVICES

Charles E. Simon & Company
Infosearch Services
Prentice Hall Corporate Services
Statewide Information Systems
Master Data Center

June 25, 1991

Ms. Mildred Lee
Interstate Commerce Commission
Recordations
12th and Constitution Ave.
Washington, D.C.

17397
RECORDATION NO. _____ FILED MS
JUN 26 1991 - 10 25 AM
INTERSTATE COMMERCE COMMISSION

JUN 26 10 25 AM '91

Dear Ms. Lee:

Please accept for recordation, the attached Memorandum of Lease Agreement for 50 - 52'6" - 100 TON GONDOLA CARS bearing their reporting marks and car numbers CR584930 to 584979 inclusive, between the following parties:

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

If you have any questions, please do not hesitate to call me.
Thank you.

Sincerely,

Nora Abdeslem

Vertical handwritten note: C. Simon & Schuster

Interstate Commerce Commission
Washington, D.C. 20423

6/26/91

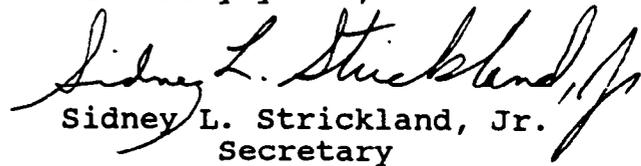
OFFICE OF THE SECRETARY

Nora Abdeslem
Prentice Hall Legal & Financial Services
1090 Vermont Avenue N.W. Suite 430
Washington, D.C. 20005

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 6/26/91 at 10:25am, and assigned recordation number(s). 17397

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

JUN 26 1991 -10 25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

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:

50 52'6" -- 100 TON GONDOLA CARS bearing their reporting marks and car numbers CR584930 to 584979, 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 HEREOF, 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