

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TELECOPIER
312-750-8600

18363 B
RECORDATION NO. FILED 1425

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

1993 1.50PM

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
908-563-2700

INTERSTATE COMMERCE COMMISSION
August 12, 1993

SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

RECORDATION NO. 18363 A
FILED 1425

Via Hand Delivery

1993 1.50PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

18363
RECORDATION NO. FILED 1425

1993 1.50PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) is one original executed copy and two photostatic copies of the following:

Primary Document: Loan and Security Agreement dated as of August 10, 1993 from Allied Enterprises, Inc. (Debtor) to Deutsche Credit Corporation (Secured Party) and evidencing a security interest in 69 gondola railcars described on Exhibit B to the Loan and Security Agreement.

Secondary Document: Memorandum of Lease Agreement dated as of August 10, 1993 between Allied Enterprises, Inc. (Lessor) and Arkansas & Missouri Railroad Company (Lessee) and memorializing a Lease Agreement relating to the 69 gondola railcars described in Schedule A to the Memorandum of Lease Agreement.

Michael B. Adams

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Secondary Document: Assignment of Lease and Rents dated as of August 10, 1993 from Allied Enterprises, Inc. (Debtor) to Deutsche Credit Corporation (Secured Party) and relating to the 69 gondola railcars described in Exhibit A to the Assignment of Lease and Rents, which Assignment of Lease and Rents has been acknowledged pursuant to the Acknowledgement and Notice of Assignment executed by Arkansas & Missouri Railroad Company.

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

Secured Party:	Deutsche Credit Corporation 2333 Waukegan Road Deerfield, IL 60015
Debtor/Lessor:	Allied Enterprises, Inc. 107 North Commercial St. Springfield, AR 72764
Lessee:	Arkansas & Missouri Railroad Company 107 North Commercial St. Springfield, AR 72764

A description of the railroad equipment covered by the enclosed documents is appended to this letter and is contained as an exhibit or schedule to each of the above-referenced documents.

Enclosed are three checks, each in the amount of \$16.00, payable to the order of the Interstate Commerce Commission, covering the required recordation fee for the above-described documents.

Please return the stamped original and one stamped photostatic copy of the enclosed documents and the stamped

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photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, IL 60601 or the bearer of this letter.

Very truly yours,



Susan G. Lichtenfeld

SGL:z
Encls.

cc: Nick Calabrese
Robert W. Kleinman

MEMORANDUM OF LEASE AGREEMENT

1. Lease Agreement is made and entered into as of Aug 10, 1993, by and between Allied Enterprises, Inc., a Delaware corporation (hereinafter, "Allied") and Arkansas and Missouri Railroad Company (hereinafter, "A and M").
2. Subject to the terms and condition of the Lease Agreement, Allied agrees to lease to A and M and A and M agrees to (and hereby does) lease from Allied sixty-nine (69) used fifty two (52') foot, one hundred (100) ton gondola railcars bearing AM reporting marks as more fully set forth on Schedule A attached hereto.
3. The addressees of the parties are as follows:

Allied Enterprises, Inc.
107 N. Commercial Street
Springdale, AR 72764

Arkansas and Missouri Railroad Company
107 N. Commercial Street
Springdale, AR 72764
4. The term of the Lease Agreement is 6 years, commencing Aug 10, 1993. The initial term hereof expires November, 1999.
5. The terms and provisions of this Lease Agreement are more particularly set forth in a Lease Agreement of even date by and between Allied and A and M.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of the Lease Agreement to be executed as of the day and year first above written.

Allied Enterprises, Inc.
(LESSOR)

By: [Signature]

Title: Pres.

[CORPORATE SEAL]

Arkansas and Missouri Railroad Company
(LESSEE)

By: [Signature]

Title: Vice Pres & CMO

[CORPORATE SEAL]

SCHEDULE A

PLE	47000	PLE	47062
PLE	47002	PLE	47063
PLE	47004	PLE	47074
PLE	47005	PLE	47078
PLE	47006	PLE	47080
PLE	47007	PLE	47081
PLE	47010	PLE	47083
PLE	47012	PLE	47085
PLE	47013	PLE	47086
PLE	47014	PLE	47087
PLE	47015	PLE	47088
PLE	47018	PLE	47091
PLE	47019	PLE	47093
PLE	47021	PLE	47095
PLE	47022	PLE	47096
PLE	47023	PLE	47097
PLE	47024	PLE	47098
PLE	47026	PLE	47099
PLE	47028	PLE	47101
PLE	47031	PLE	47104
PLE	47032	PLE	47107
PLE	47033	PLE	47110
PLE	47037	PLE	47111
PLE	47038	PLE	47117
PLE	47040	PLE	47119
PLE	47042	PLE	47123
PLE	47045	PLE	47126
PLE	47046	PLE	47127
PLE	47047	PLE	47128
PLE	47048	PLE	47129
PLE	47049	PLE	47130
PLE	47052	PLE	47134
PLE	47054	PLE	47135
PLE	47055	PLE	47136
PLE	47058		

* Subsequent to modification pursuant to agreement by East Railroad Services, Inc, New Castle, PA, these Railcars will bear Marks and Numbers A & M 900-969 but not necessarily to correspond to the order set forth above.