

LAW OFFICES

JACKSON & CAMPBELL, P.C.

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WASHINGTON, D.C. 20036-3437

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RECORDATION FILED 13682-BB

JAN 11 1994 12:40 PM

INTERSTATE COMMERCE COMMISSION

MARYLAND OFFICE
200 A MONROE STREET
SUITE 225
ROCKVILLE, MARYLAND 20850
(301) 340-0450

DAVID H. COX
(202) 457-1634

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2009 NORTH 14TH STREET
SUITE 215
ARLINGTON, VIRGINIA 22201
(703) 522-1330

January 11, 1994

0100085032
\$18.00

HAND-DELIVERED

Mr. Sidney Strickland
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Assignment and Assumption Agreement; MDFC
Equipment Leasing Corporation; Industrial
Investment Corporation; File No. 13682-BB

LICENSING BRANCH

JAN 11 12 34 PM '94

RECEIVED
OFFICE OF THE
SECRETARY

Dear Mr. Strickland:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, I request, as special counsel for MDFC Equipment Leasing Corporation, that the enclosed document be recorded and filed with the Interstate Commerce Commission.

You will find enclosed herewith two (2) originals of an Assignment and Assumption Agreement. This document was executed in counterparts, which is expressly permitted by the document.

The Assignment and Assumption Agreement relates to that certain Equipment Lease Agreement, dated as of June 18, 1982, by and between MDFC Equipment Leasing Corporation, as lessor, and Naas Foods, Inc., as lessee, which lease was subsequently assigned by Naas Foods, Inc., to Colusa County Canning Co., Inc., under an Assignment of Lease dated August 1, 1985.

All of the documents to which the enclosed Assignment and Assumption Agreement relate have been filed in ICC Recordation File No. 13682.

The parties to this Assignment and Assumption Agreement are:

Counterparts LaVonne Monroe

LAW OFFICES

JACKSON & CAMPBELL, P.C.

Mr. Sidney Strickland
January 11, 1994
Page 2

MDFC Equipment Leasing Corporation;
340 Golden Shore
Long Beach, California 90802-4296
Attention: President

and

Industrial Investment Corporation
2495 C.R. 220
Van Buren, Ohio 45889
Attention: Mr. Roy Benson

You will also find enclosed herewith a check made payable to the Interstate Commerce Commission in the amount of Eighteen Dollars (\$18.00) in payment of the requisite filing fee for an assignment and assumption. The enclosed Assignment and Assumption Agreement should be assigned ICC Recordation No. 13682-BB.

Would you please stamp, as filed, and return the enclosed copies to my office at your earliest convenience?

If you have any questions with respect to any of the above-referenced matters, please do not hesitate to contact me.

Sincerely yours,

JACKSON & CAMPBELL, P.C.

By: David H. Cox
David H. Cox

DHC/gw
Enclosures As Stated

cc: Scott J. Foraker, Esquire
Mr. Roy Benson

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

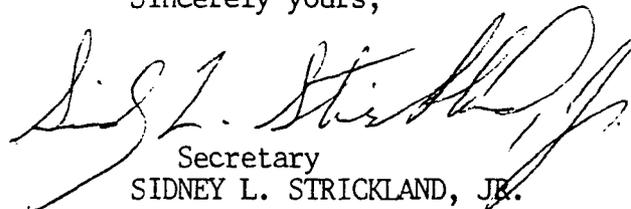
1/11/94

David H. Cox
Jackson & Campbell, P.C.
One Layette Centre
Suite 300 South
1120 20th Street, NW.
Washington, DC., 20036-3437

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 1/11/94 at 12:40PM, and assigned
recordation number(s). 13682-BB.

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

13682-BB
JAN 11 1994

ASSIGNMENT AND ASSUMPTION

FOR VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, MDFC EQUIPMENT LEASING CORPORATION, a Delaware corporation ("LESSOR"), Long Beach, California, does hereby assign to INDUSTRIAL INVESTMENT CORPORATION ("LESSOR ASSIGNEE"), effective as of December 30, 1993, all of its right, title and interest in and to, and all of its obligations under, that certain EQUIPMENT LEASE AGREEMENT ("LEASE") dated as of the 18th day of June 1982, by and between LESSOR and NAAS FOODS, INC., an Indiana corporation ("LESSEE"), Portland, Indiana, which said LEASE was subsequently assigned by LESSEE to COLUSA COUNTY CANNING CO., INC., Williams, California ("LESSEE ASSIGNEE"), under an ASSIGNMENT OF LEASE dated August 1, 1985, and accepted by LESSEE ASSIGNEE and consented to by LESSOR on August 1, 1985. The LEASE concerns the equipment described in Schedule A attached hereto.

Also for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, LESSOR ASSIGNEE hereby assumes all obligations and duties of LESSOR under the LEASE and agrees that it will undertake, perform and discharge each and every obligation of LESSOR under the LEASE.

This Assignment and Assumption may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned, by and through its duly authorized representative, does hereby execute this Assignment and Assumption, this 30th day of December, 1993.

INDUSTRIAL INVESTMENT CORPORATION

By: Philip S. Healy, Pres.
Its: PRESIDENT

MDFC EQUIPMENT LEASING CORPORATION

By: _____
Its: _____

State of California

SS.

County of Los Angeles

On December 29, 1993 before me, Linda Ernst, Notary Public, personally appeared Daniel O. Anderson, personally known to be to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature Linda Ernst

(Seal)

State of Ohio

SS.

County of _____

Before me, the undersigned Notary Public, personally appeared _____ of Industrial Investment Corporation, and acknowledged the execution of the above instrument of Assignment and Assumption to be _____ voluntary act and deed and the voluntary act and deed of Industrial Investment Corporation this 29th day of December, 1993.

In witness whereof, I have hereunto set my hand and affixed my official seal this 29th day of December, 1993, at _____, Ohio.

Signature _____

(Seal)

State of California

SS.

County of Los Angeles

On December 29, 1993 before me, Linda Ernst, Notary Public, personally appeared Daniel O. Anderson, personally known to be to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____ (Seal)

State of Ohio

SS.

County of HANCOCK

Before me, the undersigned Notary Public, personally appeared PHILIP S. HESBY, PRESIDENT of Industrial Investment Corporation, and acknowledged the execution of the above instrument of Assignment and Assumption to be HIS voluntary act and deed and the voluntary act and deed of Industrial Investment Corporation this 29th day of December, 1993.

In witness whereof, I have hereunto set my hand and affixed my official seal this 30th day of December, 1993, at FINDLAY, Ohio.

Signature Evangeline Benson (Seal)

My Commission expires
Apr. 2, 1995

SCHEDULE A TO ASSIGNMENT AND ASSUMPTION

20 PD3000 Aseptic Railcars which are the subject of the LEASE, and bear Railcar Marks and Numbers "DCCX" 94648 through 94667, inclusive, all of which are free and clear of all liens and encumbrances except those arising from or relating to the LEASE.