

RECORDATION NO. 7146-B FILED 1425
FEB 18 1994 -2 10 PM
INTERSTATE COMMERCE COMMISSION

District of Columbia : SS

I, ROBERT W. ALVORD, being duly sworn do hereby certify that the attached "Memorandum of Rail Equipment Usage Agreement" dated as of January 24, 1994, between CH Partners, Inc. and New York Cross Harbor Railroad Terminal Corp. consisting of two pages (including the acknowledgement page), is a true and complete copy of the original thereof.



ROBERT W. ALVORD

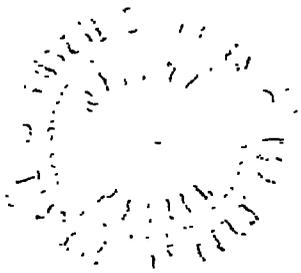
Subscribed and sworn to before me this 16th day of February, 1994.



NOTARY PUBLIC

My Commission expires:

August 14, 1997



MEMORANDUM OF RAIL EQUIPMENT USAGE AGREEMENT
(the "Contract")

RECORDATION NO. 744-B FILED 1425

FEB 18 1994 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

Agreement made and entered into as of January 24, 1994 by and between CH Partners, Inc. as "Lessor" and New York Cross Harbor Railroad Terminal Corp. as "Lessee".

W I T N E S S E T H :

1. Lessor has agreed to furnish to Lessee and the Lessee has agreed to lease from the Lessor the following two locomotives and barge:

A. NYCH 11 Diesel Locomotive built in 1951 by American Locomotive with 1,000 horsepower;

B. NYCH 21 Diesel Locomotive built in 1947 by American Locomotive with 600 horsepower;

C. One CarFloat number 29 built in 1953 with dimensions of 360 feet by 41 feet by 7 feet 6 inches.

2. The Contract shall be effective as of the date first set forth hereinabove and shall be subject to the term as defined in the Contract.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the day and year first above written.

NEW YORK CROSS HARBOR RAIL TERMINAL CORP.

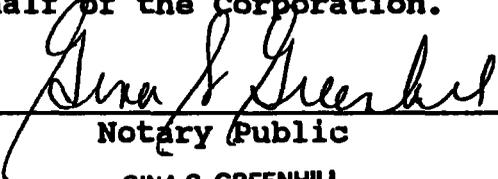
By: Frank F. Dayton
Frank F. Dayton, President

CH PARTNERS, INC.

By: Robert R. Crawford
Robert R. Crawford, President

STATE OF NEW YORK)
 Nassau) ss.:
COUNTY OF ~~KINGS~~)

On the 24th day of January, 1994 before me personally came Frank F. Dayton to me known, who being by me duly sworn, did depose and say that he is the President of New York Cross Harbor Rail Terminal Corp., the corporation described in and which executed the above instrument and that he was authorized to execute and that he had executed the foregoing instrument on behalf of the Corporation.

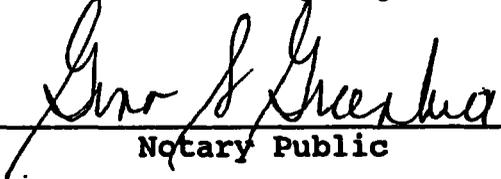


Notary Public

GINA S. GREENHILL
Notary Public, State of New York
No. 4867265
Qualified in Nassau County 94
Commission Expires Aug. 4, 19__

STATE OF NEW YORK)
 Nassau) ss.:
COUNTY OF ~~KINGS~~)

On the 24th day of January, 1994 before me personally came Robert R. Crawford to me known, who being by me duly sworn, did depose and say that he is the President of CH Partners, Inc., the corporation described in and which executed the above instrument and that he was authorized to execute and that he had executed the foregoing instrument on behalf of the Corporation.



Notary Public

GINA S. GREENHILL
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