RECORDATION ... 1425

JUL 7 1989 -10 30 AM

INTERSTATE COMMERCE COMMISSION

ITEL Pullman

RECORDATION NO 14165-GPP FILED 1425

JUL 7 1989 -10 30 AM

INTERSTATE COMMERCE COMMISSION

Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

JUL 7 10 24 AM '89
MOTOR OPERATING UNIT

July 6, 1989

9-188A001

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Release and Assignment of Collateral ("Release") and Termination of 1978 Series 2 Amended ETC Series Trust and 1978 Series 3 Amended ETC Series Trust

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the $26 recordation fee.

Please record this Release under the Equipment Trust Agreement dated as of November 1, 1978 (the "1978 Series 3 Equipment Trust Agreement"), between Itel Rail Corporation, as successor to SSI Rail Corp., and First Security Bank of Utah, N.A., which was filed with the Interstate Commerce Commission on December 22, 1978, and given Recordation No. 9932. Please cross-index this Release to the Equipment Trust Agreement dated January 1, 1982, between Itel Rail Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 20, 1983, under Recordation No. 14165.

The parties to the enclosed document are listed below:

First Security Bank of Utah, N.A. - Releaser-Assignor
79 South Main Street
Salt Lake City, Utah 84125

Itel Rail Corporation - Party Released-Assignee
55 Francisco Street
San Francisco, California 94133

This Release and Assignment of Collateral releases the interests of First Security Bank of Utah, N.A., Trustee, in the above-captioned 1978 Series 3 Equipment Trust Agreement and the collateral thereunder and assigns it to Itel Rail Corporation. The rolling stock covered by this Release consists of units so designated in Schedule B thereto.

A short summary of the document should appear in the Index as follows:

> "Release of all interest in the above indentified Lease or Sublease and collateral thereunder and assignment thereof by First Security Bank of Utah, N.A., to Itel Rail Corporation."

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

patricia schumacker

Patricia Schumacker
Legal Assistant

Enclosures

7/7/89

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Schumacker-Legal Assistant
Itel Rail Corporation
55 Francisco Street
San Francisco, CA.

Dear:
Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/7/89, at 10:30AM, and assigned recordation number(s). 14165-PPP, 14165-QQQ

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

1) File under see 14165
9932 AA

2) cross index under 14165 PPP

CERTIFICATION OF TRUE COPY

On July 6, 1989, I, Patricia Schumacker original copy of Release and Assignment of Termination of 1978 Series 2 Amended ETC Series Trust and 1978 Series 3 Amended ETC Series Trust and I hereby certify that I have compared the attached duplicate copy with the original, and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgments thereof.

patricia schumacker

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this July 6, 1979, before the undersigned, a Notary Public for the State of California, personally appeared Patricia Schumacker, known to me to be the person whose name is subscribed to the above instrument and she acknowledged to me that she executed the same.

Patricia M. O'Grady

OFFICIAL SEAL
PATRICIA M. O'GRADY
NOTARY PUBLIC - CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO
My Comm. Expires April 20, 1990

RECORDATION NO 14165-000 FILED 1425
JUL 7 1989 -10 30 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO.
JUL 7 1989 -10 30 AM
INTERSTATE COMMERCE COMMISSION

RELEASE AND ASSIGNMENT OF COLLATERAL AND TERMINATION OF 1978 SERIES 2 AMENDED ETC SERIES TRUST 1978 SERIES 3 AMENDED ETC SERIES TRUST

This Release and Assignment of Collateral and Termination of Trusts ("Release") is entered into as of the 21st day of October, 1988, by and between Itel Rail Corporation ("Itel Rail") and First Security Bank of Utah, N.A., as trustee.

WHEREAS, Itel Corporation ("Itel"), as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of February 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on March 21, 1978 (as amended, the "1978 Series 2 Equipment Trust") and given Recordation No. 9291; and

WHEREAS, Itel, as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on December 22, 1978 (as amended, the "1978 Series 3 Equipment Trust") and given Recordation No. 9932; and

WHEREAS, the 1978 Series 2 Equipment Trust and 1978 Series 3 Equipment Trust (collectively, the "Terminated Trusts") have been consolidated, amended and restated in the Consolidated, Amended, and Restated Equipment Trust Agreement dated as of January 1, 1982, as amended (as amended, the "ETC Modification Agreement") among First Security Bank of Utah, N.A., as Trustee ("Trustee"); Itel and Itel Rail, which ETC Modification Agreement was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on September 30, 1983 and given Recordation No. 14165; and

WHEREAS, Itel Rail is successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, pursuant to the ETC Modification Agreement, the Trustee holds title to certain units of Trust Equipment (as defined in the ETC Modification Agreement) as trustee for the benefit of the Holders of 1978 Series 2 Amended Trust Certificates and 1978 Series 3 Amended Trust Certificates (all as defined in the ETC Modification Agreement) (collectively, the "Exchanged Certificates"); and

WHEREAS, Itel and Itel Rail have assigned to the Trustee their rights under certain leases, subleases, Leases, Subleases

(as defined in the ETC Modification Agreement) and amendments thereto as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the 1978 Series 2 Amended Series Trust and 1978 Series 3 Amended ETC Series Trust (all as defined in the ETC Modification Agreement) (collectively, the Terminated ETC Series Trusts") and the Terminated Trusts; and

WHEREAS, the Trustee has received from each Holder of Exchanged Certificates a direction to release to Itel Rail all equipment, property, rights and instruments in the Terminated ETC Series Trust(s) and Terminated Trust(s) in which such Holder holds an interest; and

WHEREAS, Itel Rail and Trustee are parties to a Release and Assignment of Collateral and Termination of Trusts (the "First Release"), dated as of September 30, 1986, pursuant to which five of the seven trusts, namely the 1976 Series 1 Amended ETC Series Trust, 1977 Series 1 Amended ETC Series Trust, 1977 Series 2 Amended ETC Series Trust, 1978 Series 1 Amended ETC Series Trust and 1978 Series 4 Amended ETC Series Trust (all as defined in the First Release), which were originally consolidated into the ETC Modification Agreement, were released.

NOW, THEREFORE, in consideration of the premises, the parties hereby agree as follows:

1. The Trustee hereby releases and conveys to Itel Rail all right, title, estate and interest which it has or may have in and to: (i) the equipment set forth on Schedule A hereto, and any other equipment which it holds under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Equipment"), and (ii) all leases, subleases, Leases and Subleases thereto set forth in Exhibit B hereto and all amendments thereto, to the extent they relate to Released Equipment, and any other leases, subleases, Leases, Subleases and amendments thereto that were assigned to the Trustee as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Instruments").

2. All right, title, estate and interest which the Trustee has or may have in and to the Released Equipment and the Released Instruments is hereby vested in Itel Rail.

3. The Trustee represents that the Released Equipment and Released Instruments are free and clear of any lien, claim, security interest, pledge or encumbrance of any kind or description granted by the Trustee.

4. The Trustee will, at Itel Rail's expense, from time to time, do and perform any other act and will execute and acknowledge, and will deliver and file, register, deposit, and record (and will refile, reregister,, rerecord, or redeposit whenever required) any and all further instruments required by law or reasonably requested and prepared by Itel Rail in order to release or convey to Itel Rail any interests which the Trustee has or may have in the Released Equipment and Released Instruments.

5. Each of the Terminated Trusts and Terminated ETC Series Trusts is hereby terminated and extinguished except to the extent that the provisions of any of them expressly provide for the survival of any obligations thereunder after the termination thereof.

6. The ETC Modification Agreement is hereby terminated and extinguished except to the extent that the provisions of the ETC Modification Agreement expressly provide for the survival of any obligations thereunder after the termination thereof.

7. This Release shall be governed by the laws of the State of New York, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the Interstate Commerce Commission.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective names by officers thereunto duly authorized, all as of the date first above written.

ITEL RAIL CORPORATION

Robert C. Kiehnle
Vice President-Finance

FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE

Authorized Officer

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 21st day of October, 1988, before me personally appeared Robert C. Kiehnle, to me personally known, who being by me duly sworn says that he is Vice President-Finance of Itel Rail Corporation, that the foregoing Release was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing Release was the free act and deed of said corporation.

patricia schumacker
Notary Public

STATE OF Utah)
) ss.
COUNTY OF Salt Lake)

On this 13 day of December, 1988, before me personally appeared Val T. Orton, to me personally known, who being by me duly sworn says that such person is Asst. Vice President of First Security Bank of Utah, N.A., that the foregoing Release was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing Release was the free act and deed of said corporation.

Edith W Eguiri
Notary Public
Commission expires 10-26-89

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
ALM	1101	1	XM
ALM	1500-1575	98	XM
ALM	1577		
ALM	1579-1599		
AN	2101	1	XM
AN	2202-2240	39	XM
AN	5550-5599	50	XM
AN	5815-5860	46	XM
ASAB	7200-7230	97	XM
ASAB	7232-7259		
ASAB	7261-7282		
ASAB	7284-7299		
ASAB	7449-7463	15	XM
ASAB	7464-7487	24	XM
ASAB	7488-7499	12	XM
ASAB	7500-7502	3	XM
BN	377300-377343	98	XM
BN	377345-377392		
BN	377394-377399		
CC	12-15	25	XM
CC	28-32		
CC	35-50		
CCR	6000-6049	50	XM
CCR	6390-6399	10	XM

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
CCR	6806-6814	59	XM
CCR	6818-6829		
CCR	6834-6839		
CCR	6841-6850		
CCR	6853		
CCR	6860-6880		
CIRR	95001-95050	50	XM
COP	7204-7205	70	XM
COP	7208		
COP	7213		
COP	7215		
COP	7218		
COP	7220-7221		
COP	7224-7225		
COP	7228		
COP	7232		
COP	7235		
COP	7241		
COP	7245		
COP	7247		
COP	7250		
COP	7252		
COP	7257-7258		
COP	7260		
COP	7265		
COP	7268-7269		
COP	7272		
COP	7274		
COP	7277-7279		
COP	7285-7286		
COP	7290		
COP	7293		
COP	7295		
COP	7297		
COP	7299-7300		
COP	7303		
COP	7308-7309		
COP	7311		
COP	7314		
COP	7317		
COP	7319		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
COP	7327		
COP	7329		
COP	7335		
COP	7338		
COP	7341-7342		
COP	7344		
COP	7346		
COP	7349		
COP	7351		
COP	7353		
COP	7359		
COP	7365		
COP	7367		
COP	7369		
COP	7371		
COP	7375-7376		
COP	7382		
COP	7384-7387		
COP	7389		
COP	7392		
COP	7400		
GBW	8051-8111	145	XM
GBW	8113-8176		
GBW	8178-8197		
GMRC	750-771	48	XM
GMRC	773-794		
GMRC	796-799		
HS	4001	26	XM
HS	4003		
HS	4005		
HS	4008-4012		
HS	4033-4034		
HS	4036		
HS	4044		
HS	4052-4053		
HS	4056		
HS	4061		
HS	4070		
HS	4076		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
HS	4078		
HS	4082		
HS	4089-4090		
HS	4092-4093		
HS	4095		
HS	4099		
HS	70101-70150	50	XM
KCS	755001	44	XM
KCS	755010		
KCS	755028		
KCS	755036		
KCS	755044		
KCS	755052		
KCS	755061		
KCS	755087		
KCS	755095		
KCS	755109		
KCS	755117		
KCS	755125		
KCS	755133		
KCS	755141		
KCS	755150		
KCS	755168		
KCS	755176		
KCS	755184		
KCS	755192		
KCS	755206		
KCS	755214		
KCS	755222		
KCS	755231		
KCS	755257		
KCS	755265		
KCS	755273		
KCS	755281		
KCS	755290		
KCS	755303		
KCS	755311		
KCS	755338		
KCS	755346		
KCS	755354		
KCS	755362		
KCS	755371		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
KCS	755389		
KCS	755397		
KCS	755401		
KCS	755419		
KCS	755427		
KCS	755435		
KCS	755443		
KCS	755451		
KCS	755460		
LEF	2500-2579	80	HT
MB	4006-4018	90	XM
MB	4020-4051		
MB	4053-4067		
MB	4069-4095		
MB	4097-4099		
MB	4100-4150	50	XM
MDW	10300-10363	64	XM
MTW	4300-4318	94	XM
MTW	4320-4324		
MTW	4326-4332		
MTW	4334-4353		
MTW	4355-4380		
MTW	4382		
MTW	4384-4399		
MTW	8049-8050	2	XM
MR	1010	94	XM
MR	1012		
MR	1014		
MR	1016		
MR	1018		
MR	1030		
MR	1032		
MR	1034		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
MR	1036		
MR	1038		
MR	1050		
MR	1052		
MR	1054		
MR	1056		
MR	1058		
MR	1070		
MR	1072		
MR	1074		
MR	1076		
MR	1078		
MR	1090		
MR	1092		
MR	1094		
MR	1096		
MR	1210		
MR	1212		
MR	1214		
MR	1216		
MR	1218		
MR	1230		
MR	1232		
MR	1234		
MR	1236		
MR	1238		
MR	1252		
MR	1254		
MR	1256		
MR	1258		
MR	1270		
MR	1272		
MR	1274		
MR	1276		
MR	1278		
MR	1292		
MR	1294		
MR	1296		
MR	1298		
MR	1410		
MR	1412		
MR	1414		
MR	1416		
MR	1418		
MR	1430		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
MR	1432		
MR	1434		
MR	1436		
MR	1438		
MR	1450		
MR	1454		
MR	1456		
MR	1458		
MR	1470		
MR	1472		
MR	1474		
MR	1276		
MR	1478		
MR	1490		
MR	1492		
MR	1494		
MR	1496		
MR	1498		
MR	1610		
MR	1612		
MR	1614		
MR	1616		
MR	1618		
MR	1630		
MR	1632		
MR	1634		
MR	1636		
MR	1638		
MR	1650		
MR	1652		
MR	1654		
MR	1656		
MR	1658		
MR	1670		
MR	1672		
MR	1674		
MR	1676		
MR	1690		
MR	1694		
MR	1696		
MR	1698		
MR	2400-2405	6	XM
MR	4081	2	XM

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
MR	4084		
MR	8050-8052	38	XM
MR	8054-8057		
MR	8059-8089		
MR	11100-11169	70	XM
MR	7000	13	XM
MR	7004-7005		
MR	7007-7008		
MR	7010		
MR	7012		
MR	7018-7020		
MR	7022-7024		
MR	7040-7074	35	XM
MR	7081-7134	78	XM
MR	7153-7176		
MSE	800-855	97	XM
MSE	857-873		
MSE	876-899		
MSE	900-914	97	XM
MSE	916-919		
MSE	921-969		
MSE	971-999		
MSE	1800-1834	48	XM
MSE	1836-1848		
NLG	5101-5105	289	XM
NLG	5107-5158		
NLG	5160-5161		
NLG	5163-5217		
NLG	5219-5288		
NLG	5290-5324		
NLG	5326-5371		
NLG	5373-5375		
NLG	5377-5382		
NLG	5384-5390		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
NLG	5392-5396		
NLG	5398-5400		
NLG	5601-5624	49	XM
NLG	5626-5650		
NLG	5651-5665	15	XM
NOPB	3100	49	XM
NOPB	3103-3104		
NOPB	3106-3115		
NOPB	3119		
NOPB	3121		
NOPB	3123		
NOPB	3125-3126		
NOPB	3132		
NOPB	3134-3137		
NOPB	3139-3140		
NOPB	3143-3145		
NOPB	3148-3149		
NOPB	3157		
NOPB	3160		
NOPB	3163		
NOPB	3165-3166		
NOPB	3171-3172		
NOPB	3174-3175		
NOPB	3179-3180		
NOPB	3183-3185		
NOPB	3189-3190		
NOPB	3193		
NOPB	3197-3198		
NOPB	3200	52	XM
NOPB	3204		
NOPB	3206-3209		
NOPB	3211-3212		
NOPB	3214		
NOPB	3216-3217		
NOPB	3219		
NOPB	3222-3223		
NOPB	3226-3228		
NOPB	3230		
NOPB	3236		
NOPB	3239		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
NOPB	3241		
NOPB	3243		
NOPB	3245		
NOPB	3247		
NOPB	3249		
NOPB	3252-3255		
NOPB	3258		
NOPB	3260		
NOPB	3263-3269		
NOPB	3272		
NOPB	3275-3276		
NOPB	3278-3279		
NOPB	3281		
NOPB	3284-3285		
NOPB	3287		
NOPB	3291-3292		
NOPB	3295		
NOPB	3298-3299		
NOPB	3401-3403	69	XM
NOPB	3405		
NOPB	3407-3409		
NOPB	3411-3412		
NOPB	3416		
NOPB	3418-3421		
NOPB	3426		
NOPB	3428-3430		
NOPB	3432		
NOPB	3434-3436		
NOPB	3438-3439		
NOPB	3441		
NOPB	3443-3451		
NOPB	3455-3457		
NOPB	3459		
NOPB	3461-3475		
NOPB	3479		
NOPB	3482-3486		
NOPB	3488-3489		
NOPB	3492-3495		
NOPB	3497-3499		
PHD	2000-2022	192	XM
PHD	2024-2037		
PHD	2039-2051		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
PHD	2053-2059		
PHD	2061-2093		
PHD	2095-2119		
PHD	2121		
PHD	2123-2185		
PHD	2187-2199		
QC	76000-76046	74	XM
QC	76048-76074		
QC	76075-76101	79	XM
QC	76103-76113		
QC	76116-76156		
QC	76174	1	XM
QC	76257-76293	42	XM
QC	76295-76299		
QC	76300-76312	50	XM
QC	76314-76350		
SRN	3550-3649	100	XM
SRN	5300-5349	50	XM
SSIX	1000-1012	93	SEM
SSIX	1014-1015		
SSIX	1017-1026		
SSIX	1028		
SSIX	1030-1044		
SSIX	1046-1075		
SSIX	1077-1080		
SSIX	1082-1099		
TASD	77112-77113	162	XM
TASD	77115		
TASD	77119		
TASD	77121-77127		
TASD	77129-77137		
TASD	77139-77157		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
TASD	77159-77160		
TASD	77162-77168		
TASD	77170-77172		
TASD	77174-77180		
TASD	77182-77192		
TASD	77194-77197		
TASD	77199-77208		
TASD	77210-77220		
TASD	77222-77224		
TASD	77226-77229		
TASD	77231		
TASD	77233-77234		
TASD	77236-77239		
TASD	77241-77244		
TASD	77246-77256		
TASD	77258		
TASD	77260-77274		
TASD	77276-77286		
TASD	77288-77289		
TASD	77291-77300		
TASD	78001-78011	296	XM
TASD	78013-78056		
TASD	78058-78079		
TASD	78081-78083		
TASD	78085-78300		
TASD	78303-78305	53	XM
TASD	78309-78310		
TASD	78313		
TASD	78320		
TASD	78322		
TASD	78325		
TASD	78329-78331		
TASD	78334		
TASD	78337		
TASD	78339-78342		
TASD	78348-78350		
TASD	78354		
TASD	78356		
TASD	78360		
TASD	78368		
TASD	78370		
TASD	78381-78382		
TASD	78384		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
TASD	78390		
TASD	78398		
TASD	78404		
TASD	78408		
TASD	78410		
TASD	78414		
TASD	78423-78425		
TASD	78428		
TASD	78434		
TASD	78442-78443		
TASD	78449		
TASD	78464-78466		
TASD	78471		
TASD	78473-78474		
TASD	78488		
TASD	78490		
TASD	78496		
TASD	78504	29	XM
TASD	78508		
TASD	78511		
TASD	78516		
TASD	78518		
TASD	78522		
TASD	78524		
TASD	78527		
TASD	78533		
TASD	78535		
TASD	78538		
TASD	78544		
TASD	78547		
TASD	78551-78453		
TASD	78554-78555		
TASD	78558-78561		
TASD	78563		
TASD	78568		
TASD	78575		
TASD	78581		
TASD	78586		
TASD	78590		
TASD	78595		
TASD	78599-78600		
TM	3000-3001	83	XM

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
TM	3003		
TM	3009-3010		
TM	3012-3014		
TM	3016		
TM	3018		
TM	3020-3021		
TM	3027-3028		
TM	3031		
TM	3035		
TM	3037-3039		
TM	3042-3043		
TM	3045-3046		
TM	3048-3049		
TM	3051		
TM	5054		
TM	3058-3060		
TM	3062-3065		
TM	3068		
TM	3074-3076		
TM	3079-3080		
TM	3082		
TM	3084-3085		
TM	3087-3090		
TM	3092-3094		
TM	3097-3105		
TM	3107-3109		
TM	3112-3113		
TM	3115		
TM	3117-3120		
TM	3123-3124		
TM	3131		
TM	3135		
TM	3137-3140		
TM	3142-3143		
TM	3145-3146		
TM	3148-3149		
VSO	6200-6249	50	XM
VSO	6350-6399	50	XM

Total Cars: 3,941

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
AHW	105525	1	FC
ALM	1250-1278	29	XM
ALM	1600-1624	25	XM
AN	5600-5644	195	XM
AN	5646-5648		
AN	5650-5713		
AN	5715-5734		
AN	5736-5740		
AN	5742-5799		
AN	5800-5814	15	XM
AN	5861	14	XM
AN	5863-5875		
BAR	9700-9718	113	XM
BAR	9794-9888		
BN	377000-377009	122	XP
BN	377011-377119		
BN	377121-377123		
CCR	6650-6699	50	XM
CCR	6700-6720	99	XM
	6722-6799		
CCR	6800-6802	3	XM
CCR	6803-6805	3	XM
CCR	6881-6905	25	XM
COER	100000-100001	30	FC
COER	100003-100030		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
COER	250004	22	FC
COER	250008		
COER	250011		
COER	250017		
COER	250022		
COER	250027		
COER	250032-250035		
COER	250037		
COER	250039		
COER	250044		
COER	250052		
COER	250054-250055		
COER	250063		
COER	250065		
COER	250067		
COER	250073-250074		
DTI	90000	157	FC
DTI	90003-90005		
DTI	90007-90008		
DTI	90010		
DTI	90012-90014		
DTI	90016		
DTI	90018-90019		
DTI	90022		
DTI	90025-90026		
DTI	90028-90031		
DTI	90034-90036		
DTI	90039		
DTI	90041-90045		
DTI	90048-90050		
DTI	90053-90058		
DTI	90060-90062		
DTI	90068-90072		
DTI	90074		
DTI	90076-90077		
DTI	90079-90083		
DTI	90086		
DTI	90089-90092		
DTI	90094		
DTI	90096		
DTI	90098		
DTI	90102-90107		
DTI	90110		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
DTI	90112-90115		
DTI	90117		
DTI	90121-90122		
DTI	90125-90126		
DTI	90128		
DTI	90132-90135		
DTI	90137		
DTI	90139-90142		
DTI	90144-90148		
DTI	90150-90151		
DTI	90154		
DTI	90157-90163		
DTI	90165		
DTI	90167-90172		
DTI	90175-90176		
DTI	90178		
DTI	90180-90182		
DTI	90184-90189		
DTI	90191-90194		
DTI	90197-90198		
DTI	90200-90206		
DTI	90208-90210		
DTI	90212-90219		
DTI	90221-90224		
DTI	90228-90234		
EACH	4010	12	XP
EACH	4021-4022		
EACH	4088		
EACH	4103		
EACH	4105		
EACH	4113-4115		
EACH	4120		
EACH	4124		
EACH	4131		
EACH	4138		
GBW	7000-7049	50	XM
GBW	8302-8303	34	XM
GBW	8306		
GBW	8317		
GBW	8319		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
GBW	8323-8324		
GBW	8330-8331		
GBW	8333-8334		
GBW	8337		
GBW	8343-8344		
GBW	8346		
GBW	8348		
GBW	8353		
GBW	8357		
GBW	8362		
GBW	8364-8366		
GBW	8373-8374		
GBW	8377		
GBW	8379		
GBW	8385		
GBW	8389		
GBW	8392		
GBW	8395		
GBW	8399		
GBW	8402		
GBW	8413		
GBW	8419		
GBW	10000-10001	24	XP
GBW	10003-10024		
GBW	10026-10049	24	XP
GBW	10050-10098	49	XP
GMSR	40401-40439	40	XM
IAIS	902100-902124	25	FC
IAIS	902125-902143	74	FC
IAIS	902145-902199		
KCS	756008	194	XM
KCS	756016		
KCS	756024		
KCS	756032		
KCS	756041		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
KCS	756059		
KCS	756067		
KCS	756075		
KCS	756091		
KCS	756105		
KCS	756113		
KCS	756121		
KCS	756130		
KCS	756148		
KCS	756156		
KCS	756164		
KCS	756172		
KCS	756181		
KCS	756199		
KCS	756202		
KCS	756211		
KCS	756229		
KCS	756237		
KCS	756245		
KCS	756253		
KCS	756261		
KCS	756270		
KCS	756288		
KCS	756296		
KCS	756300		
KCS	756318		
KCS	756326		
KCS	756334		
KCS	756342		
KCS	756351		
KCS	756369		
KCS	756377		
KCS	756385		
KCS	756393		
KCS	756407		
KCS	756415		
KCS	756423		
KCS	756431		
KCS	756440		
KCS	756458		
KCS	756466		
KCS	756474		
KCS	756482		
KCS	756491		
KCS	756504		

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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
KCS 756521		
KCS 756539		
KCS 756547		
KCS 756555		
KCS 756563		
KCS 756580		
KCS 756598		
KCS 756601		
KCS 756610		
KCS 756628		
KCS 756636		
KCS 756644		
KCS 756652		
KCS 756661		
KCS 756679		
KCS 756687		
KCS 756695		
KCS 756709		
KCS 756717		
KCS 756725		
KCS 756733		
KCS 756741		
KCS 756750		
KCS 756768		
KCS 756776		
KCS 756784		
KCS 756792		
KCS 756806		
KCS 756814		
KCS 756822		
KCS 756831		
KCS 756849		
KCS 756857		
KCS 756865		
KCS 756873		
KCS 756881		
KCS 756890		
KCS 756903		
KCS 756911		
KCS 756920		
KCS 756938		
KCS 756946		
KCS 756954		
KCS 756962		
KCS 756971		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
KCS	756989		
KCS	756997		
KCS	757004		
KCS	757012		
KCS	757021		
KCS	757039		
KCS	757047		
KCS	757055		
KCS	757063		
KCS	757071		
KCS	757080		
KCS	757098		
KCS	757101		
KCS	757110		
KCS	757128		
KCS	757144		
KCS	757152		
KCS	757161		
KCS	757179		
KCS	757187		
KCS	757195		
KCS	757209		
KCS	757217		
KCS	757233		
KCS	757241		
KCS	757250		
KCS	757268		
KCS	757276		
KCS	757284		
KCS	757292		
KCS	757306		
KCS	757314		
KCS	757322		
KCS	757331		
KCS	757349		
KCS	757357		
KCS	757365		
KCS	757373		
KCS	757381		
KCS	757403		
KCS	757411		
KCS	757420		
KCS	757438		
KCS	757446		
KCS	757454		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
KCS	757462		
KCS	757471		
KCS	757489		
KCS	757497		
KCS	757501		
KCS	757519		
KCS	757527		
KCS	757535		
KCS	757543		
KCS	757551		
KCS	757560		
KCS	757578		
KCS	757586		
KCS	757594		
KCS	757608		
KCS	757616		
KCS	757624		
KCS	757632		
KCS	757641		
KCS	757659		
KCS	757667		
KCS	757675		
KCS	757683		
KCS	757691		
KCS	757705		
KCS	757713		
KCS	757721		
KCS	757730		
KCS	757748		
KCS	757756		
KCS	757764		
KCS	757772		
KCS	757781		
KCS	757799		
KCS	757802		
KCS	757811		
KCS	757829		
KCS	757837		
KCS	757845		
KCS	757853		
KCS	757861		
KCS	757870		
KCS	757888		
KCS	757896		
KCS	757900		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
KCS	757918		
KCS	757926		
KCS	757934		
KCS	757942		
KCS	757951		
KCS	757969		
KCS	757977		
KCS	757985		
KCS	757993		
MDW	2060	25	XM
MDW	2062-2075		
MDW	2077-2086		
MDW	10299	1	XM
MDW	10364-10414	51	XM
MSRC	4000-4027	28	XM
MSRC	4300-4399	100	XM
MTW	1100-1116	17	XM
NLG	5801-5824	98	XM
NLG	5826-5842		
NLG	5844-5900		
NLG	7150-7167	28	XM
NLG	7169-7175		
NLG	7177-7179		
NOPB	3550	305	XM
NOPB	3552-3556		
NOPB	3558-3572		
NOPB	3575-3577		
NOPB	3579-3586		
NOPB	3589		
NOPB	3591		
NOPB	3593-3596		

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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
NOPB 3598-3601		
NOPB 3604-3606		
NOPB 3608		
NOPB 3611-3615		
NOPB 3617-3621		
NOPB 3627-3630		
NOPB 3632-3633		
NOPB 3635-3636		
NOPB 3638-3643		
NOPB 3646		
NOPB 3648-3649		
NOPB 3651-3655		
NOPB 3657-3664		
NOPB 3666		
NOPB 3668-3672		
NOPB 3675-3678		
NOPB 3680-3681		
NOPB 3684-3686		
NOPB 3688-3689		
NOPB 3691-3693		
NOPB 3695		
NOPB 3697-3698		
NOPB 3700		
NOPB 3703		
NOPB 3706-3708		
NOPB 3710		
NOPB 3712-3723		
NOPB 3725-3726		
NOPB 3728-3730		
NOPB 3734-3739		
NOPB 3741-3748		
NOPB 3750-3755		
NOPB 3757-3764		
NOPB 3766-3770		
NOPB 3772-3774		
NOPB 3777		
NOPB 3779		
NOPB 3781		
NOPB 3784		
NOPB 3787		
NOPB 3789		
NOPB 3791-3792		
NOPB 3796		
NOPB 3806		
NOPB 3810		

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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
NOPB 3813		
NOPB 3816-3817		
NOPB 3821		
NOPB 3824		
NOPB 3838		
NOPB 3842-3843		
NOPB 3846		
NOPB 3850-3851		
NOPB 3856-3858		
NOPB 3868		
NOPB 3870		
NOPB 3878		
NOPB 3885		
NOPB 3893		
NOPB 3907		
NOPB 3918		
NOPB 3922		
NOPB 3927		
NOPB 3933		
NOPB 3940		
NOPB 3942-3943		
NOPB 3945-3946		
NOPB 3953		
NOPB 3956		
NOPB 3961-3964		
NOPB 3966		
NOPB 3971		
NOPB 3975		
NOPB 3979-3980		
NOPB 3982-3991		
NOPB 3993		
NOPB 3995-3997		
NOPB 4000-4004		
NOPB 4007		
NOPB 4010-4011		
NOPB 4013-4017		
NOPB 4020		
NOPB 4022		
NOPB 4024-4027		
NOPB 4029-4031		
NOPB 4033-4036		
NOPB 4038		
NOPB 4042-4047		
NOPB 4050-4051		
NOPB 4053		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
NOPB	4055-4059		
NOPB	4061-4063		
NOPB	4065-4066		
NOPB	4068-4069		
NOPB	4071-4073		
NOPB	4075-4076		
NOPB	4078-4079		
NOPB	4081-4088		
NOPB	4090-4094		
NOPB	4096-4099		
PHD	3000-3034	35	XP
PHD	4000-4024	25	XP
PHD	5000-5024	38	XL
PHD	5026		
PHD	5028-5039		
QC	77198-77249	52	XM
SFLC	902000-902036	691	FC
SFLC	902038-902086		
SFLC	902088-902099		
SFLC	902100-902108		
SFLC	902110-902127		
SFLC	902129-902141		
SFLC	902143-902144		
SFLC	902146-902153		
SFLC	902157-902158		
SFLC	902160-902169		
SFLC	902171		
SFLC	902173		
SFLC	902175-902181		
SFLC	902183-902185		
SFLC	902187		
SFLC	902189-902191		
SFLC	902193		
SFLC	902195-902199		
SFLC	902201-902202		
SFLC	902204-902223		
SFLC	902225		

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Trust as of 8-18-88	Equipment	Number of Cars	Type of Car
SFLC	902227-902228		
SFLC	902230		
SFLC	902232-902235		
SFLC	902237-902238		
SFLC	902240-902241		
SFLC	902243-902244		
SFLC	902246-902299		
SFLC	902300-902329		
SFLC	902331-902356		
SFLC	902358-902399		
SFLC	902400-902457		
SFLC	902459-902480		
SFLC	902482-902499		
SFLC	902500-902599		
SFLC	902600-902635		
SFLC	902637-902666		
SFLC	902668-902678		
SFLC	902680-902699		
SFLC	902700-902719		
SFLC	902721-902724		
SOO	54694-54734	272	FC
SOO	54736-54747		
SOO	54749-54815		
SOO	54817-54843		
SOO	54845-54969		
SRN	5400-5450	51	XM
TM	3150-3299	32	XM

Total Cars: 3,277

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Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Apalachicola Northern Railroad					
AN 2101	1	XM	10-15-84	14594	03-18-85
AN 2202-2240	39	XM			
AN 5815-5860	46	XM			
AN 5550-5599	50	XM	01-25-77	8796	04-27-77
Arkansas and Louisiana Missouri Railroad					
ALM 1101	1	XM	06-14-77	9049	10-21-77
ALM 1500-1575 ALM 1577 ALM 1579-1599	98	XM			
Atlanta and Saint Andrews Bay Railway					
ASAB 7200-7230 ASAB 7232-7259 ASAB 7261-7282 ASAB 7284-7299	97	XM	05-05-78	9703	09-22-78
ASAB 7449-7463	15	XM			
ASAB 7464-7487	24	XM			
ASAB 7488-7499	12	XM			
ASAB 7500-7502	3	XM			
Burlington Northern Railroad					
BN 377300-377343 BN 377345-377392 BN 377394-377399	98	XM	05-01-85	14766	08-07-85

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Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Canadian Pacific Railroad					
QC 76000-76046	74	XM	10-01-85	14810	10-15-85
QC 76048-76074					
QC 76075-76101	80	XM			
QC 76103-76114					
QC 76116-76156					
QC 76174	1	XM			
QC 76257-76293	42	XM			
QC 76295-76299					
QC 76300-76312	50	XM			
QC 76314-76350					
Chattahoochee Industrial Railroad					
CIRR 95001-95050	50	XM	02-14-77	8770-A	04-01-77
Chicago, Central & Pacific Railroad					
CC 12-15	25	XM	12-19-84	15170	02-19-87
CC 28-32					
CC 35-50					
City of Prineville Railroad					
COP 7204-7205	70	XM	04-26-77	8896	07-20-77
COP 7208					
COP 7213					
COP 7215					
COP 7218					
COP 7220-7221					
COP 7224-7225					
COP 7228					
COP 7232					
COP 7235					
COP 7241					
COP 7245					
COP 7247					

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Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
COP 7250					
COP 7252					
COP 7257-7258					
COP 7260					
COP 7265					
COP 7268-7269					
COP 7272					
COP 7274					
COP 7277-7279					
COP 7285-7286					
COP 7290					
COP 7293					
COP 7295					
COP 7297					
COP 7299-7300					
COP 7303					
COP 7308-7309					
COP 7311					
COP 7314					
COP 7317					
COP 7319					
COP 7327					
COP 7329					
COP 7335					
COP 7338					
COP 7341-7342					
COP 7344					
COP 7346					
COP 7349					
COP 7351					
COP 7353					
COP 7359					
COP 7365					
COP 7367					
COP 7369					
COP 7371					
COP 7375-7376					
COP 7382					
COP 7384-7387					
COP 7389					
COP 7392					
COP 7400					

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Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
Corinth and Counce Railroad					
CCR 6000-6049	50	XM	04-29-77	8838	05-27-77
CCR 6390-6399	10	XM			
CCR 6806-6814 CCR 6818-6829 CCR 6834-6839 CCR 6841-6850 CCR 6853 CCR 6860-6880	59	XM			
FMC Corporation					
SSIX 1000-1012 SSIX 1014-1015 SSIX 1017-1026 SSIX 1028 SSIX 1030-1044 SSIX 1046-1075 SSIX 1077-1080 SSIX 1082-1099	93	SEM	12-03-76	10952	10-26-79
Green Bay and Western Railroad					
GBW 8051-8111 GBW 8113-8176 GBW 8178-8197	145	XM	04-22-81	13073	04-30-81
Green Mountain Railroad Company					
GMRC 750-771 GMRC 773-794 GMRC 796-799	48	XM	01-02-76	9050	10-21-77
Hartford and Slocomb Railroad Company					
HS 4001 HS 4003 HS 4005	26	XM	07-01-75	9168	01-09-78

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Lessee/Sublessee Equipment No.		No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
HS	4008-4012					
HS	4033-4034					
HS	4036					
HS	4044					
HS	4052-4053					
HS	4056					
HS	4061					
HS	4070					
HS	4076					
HS	4078					
HS	4082					
HS	4088-4090					
HS	4092-4093					
HS	4095					
HS	4099					
HS	70101-70150	50	XM	03-26-85	14727	07-09-85
Kansas City Southern Railway						
KCS	755001	44	XM	07-17-85	14785	09-11-85
KCS	755010					
KCS	755028					
KCS	755036					
KCS	755044					
KCS	755052					
KCS	755061					
KCS	755087					
KCS	755095					
KCS	755109					
KCS	755117					
KCS	755125					
KCS	755133					
KCS	755141					
KCS	755150					
KCS	755168					
KCS	755176					
KCS	755184					
KCS	755192					
KCS	755206					
KCS	755214					
KCS	755222					
KCS	755231					
KCS	755257					

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KCS 755265					
KCS 755273					
KCS 755281					
KCS 755290					
KCS 755303					
KCS 755311					
KCS 755338					
KCS 755346					
KCS 755354					
KCS 755362					
KCS 755371					
KCS 755389					
KCS 755397					
KCS 755401					
KCS 755419					
KCS 755427					
KCS 755435					
KCS 755443					
KCS 755451					
KCS 755460					
Lake Erie and Franklin Railroad					
LEF 2500-2579	80	HT	01-03-77	8668	01-21-77
Marinette, Tomahawk and Western Railroad					
MTW 4300-4318	94	XM	12-23-77	9406	05-26-78
MTW 4320-4324					
MTW 4326-4332					
MTW 4334-4353					
MTW 4355-4380					
MTW 4382					
MTW 4384-4399					
MTW 8049-8050	2	XM			
McCloud River Railroad					
MR 1010	94	XM	04-20-77	8819	05-11-77
MR 1012					
MR 1014					

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MR 1016					
MR 1018					
MR 1030					
MR 1032					
MR 1034					
MR 1036					
MR 1038					
MR 1050					
MR 1052					
MR 1054					
MR 1056					
MR 1058					
MR 1070					
MR 1072					
MR 1074					
MR 1076					
MR 1078					
MR 1090					
MR 1092					
MR 1094					
MR 1096					
MR 1210					
MR 1212					
MR 1214					
MR 1216					
MR 1218					
MR 1230					
MR 1232					
MR 1234					
MR 1236					
MR 1238					
MR 1252					
MR 1254					
MR 1256					
MR 1258					
MR 1270					
MR 1272					
MR 1274					
MR 1276					
MR 1278					
MR 1292					
MR 1294					
MR 1296					
MR 1298					
MR 1410					

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MR 1412					
MR 1414					
MR 1416					
MR 1418					
MR 1430					
MR 1432					
MR 1434					
MR 1436					
MR 1438					
MR 1450					
MR 1454					
MR 1456					
MR 1458					
MR 1470					
MR 1472					
MR 1474					
MR 1276					
MR 1478					
MR 1490					
MR 1492					
MR 1494					
MR 1496					
MR 1498					
MR 1610					
MR 1612					
MR 1614					
MR 1616					
MR 1618					
MR 1630					
MR 1632					
MR 1634					
MR 1636					
MR 1638					
MR 1650					
MR 1652					
MR 1654					
MR 1656					
MR 1658					
MR 1670					
MR 1672					
MR 1674					
MR 1676					
MR 1690					
MR 1694					
MR 1696					

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MR	1698					
MR	2400-2405	6	XM			
MR	4081	2	XM	04-20-83	14029	05-27-83
MR	4084					
MR	8050-8052	38	XM			
MR	8054-8057					
MR	8059-8089					
MR	11100-11169	70	XM			
MR	7000	13	XM	09-23-83	14569	02-08-85
MR	7004-7005					
MR	7007-7008					
MR	7010					
MR	7012					
MR	7018-7020					
MR	7022-7024					
MR	7040-7074	35	XM			
MR	7081-7134	78	XM			
MR	7153-7176					
Meridian and Bigbee Railroad						
MB	4006-4018	90	XM	06-01-77	9702	11-10-77
MB	4020-4051					
MB	4053-4067					
MB	4069-4095					
MB	4097-4099					
MB	4100-4150	50	XM			
MidLouisiana Rail Corporation						
NLG	5601-5624	49	XM	09-24-84	14774	08-19-85
NLG	5626-5650					
NLG	5651-5665	15	XM	07-21-77	9703	11-10-77

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NLG 5101-5105	289	XM			
NLG 5107-5158					
NLG 5160-5161					
NLG 5163-5217					
NLG 5219-5288					
NLG 5290-5324					
NLG 5326-5371					
NLG 5373-5375					
NLG 5377-5382					
NLG 5384-5390					
NLG 5392-5396					
NLG 5398-5400					
Minnesota, Dakota and Western Railroad					
MDW 10300-10363	64	XM	07-26-78	10129	02-22-79
Mississippi Export Railroad					
MSE 800-855	97	XM	04-25-78	9460	06-27-78
MSE 857-873					
MSE 876-899					
MSE 900-914	97	XM			
MSE 916-919					
MSE 921-969					
MSE 971-999					
MSE 1800-1834	48	XM			
MSE 1836-1848					
New Orleans Public Belt Railroad					
NOPB 3100	49	XM	06-17-77	8904	07-26-77
NOPB 3103-3104					
NOPB 3106-3115					
NOPB 3119					
NOPB 3121					
NOPB 3123					
NOPB 3125-3126					
NOPB 3132					
NOPB 3134-3137					

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NOPB 3139-3140					
NOPB 3143-3145					
NOPB 3148-3149					
NOPB 3157					
NOPB 3160					
NOPB 3163					
NOPB 3165-3166					
NOPB 3171-3172					
NOPB 3174-3175					
NOPB 3179-3180					
NOPB 3183-3185					
NOPB 3189-3190					
NOPB 3193					
NOPB 3197-3198					
NOPB 3200	52	XM			
NOPB 3204					
NOPB 3206-3209					
NOPB 3211-3212					
NOPB 3214					
NOPB 3216-3217					
NOPB 3219					
NOPB 3222-3223					
NOPB 3226-3228					
NOPB 3230					
NOPB 3236					
NOPB 3239					
NOPB 3241					
NOPB 3243					
NOPB 3245					
NOPB 3247					
NOPB 3249					
NOPB 3252-3255					
NOPB 3258					
NOPB 3260					
NOPB 3263-3269					
NOPB 3272					
NOPB 3275-3276					
NOPB 3278-3279					
NOPB 3281					
NOPB 3284-3285					
NOPB 3287					
NOPB 3291-3292					
NOPB 3295					
NOPB 3298-3299					

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NOPB 3401-3403	69	XM			
NOPB 3405					
NOPB 3407-3409					
NOPB 3411-3412					
NOPB 3416					
NOPB 3418-3421					
NOPB 3426					
NOPB 3428-3430					
NOPB 3432					
NOPB 3434-3436					
NOPB 3438-3439					
NOPB 3441					
NOPB 3443-3451					
NOPB 3455-3457					
NOPB 3459					
NOPB 3461-3475					
NOPB 3479					
NOPB 3482-3486					
NOPB 3488-3489					
NOPB 3492-3495					
NOPB 3497-3499					
Port Huron and Detroit Railroad					
PHD 2000-2022	192	XM	02-22-77	8799	04-27-77
PHD 2024-2037					
PHD 2039-2051					
PHD 2053-2059					
PHD 2061-2093					
PHD 2095-2119					
PHD 2121					
PHD 2123-2185					
PHD 2187-2199					
Sabine River and Northern Railroad					
SRN 3550-3649	100	XM	10-19-84	14165-M	12-03-84
SRN 5300-5349	50	XM	12-23-77	9407	05-26-78

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Terminal Railway, Alabama State Docks					
TASD 77112-77113	162	XM	04-04-77	8797	09-27-77
TASD 77115					
TASD 77119					
TASD 77121-77127					
TASD 77129-77137					
TASD 77139-77157					
TASD 77159-77160					
TASD 77162-77168					
TASD 77170-77172					
TASD 77174-77180					
TASD 77182-77192					
TASD 77194-77197					
TASD 77199-77208					
TASD 77210-77220					
TASD 77222-77224					
TASD 77226-77229					
TASD 77231					
TASD 77233-77234					
TASD 77236-77239					
TASD 77241-77244					
TASD 77246-77256					
TASD 77258					
TASD 77260-77274					
TASD 77276-77286					
TASD 77288-77289					
TASD 77291-77300					
TASD 78001-78011	296	XM			
TASD 78013-78056					
TASD 78058-78079					
TASD 78081-78083					
TASD 78085-78300					
TASD 78303-78305	53	XM			
TASD 78309-78310					
TASD 78313					
TASD 78320					
TASD 78322					
TASD 78325					
TASD 78329-78331					
TASD 78334					
TASD 78337					
TASD 78339-78342					

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TASD 78348-78350					
TASD 78354					
TASD 78356					
TASD 78360					
TASD 78368					
TASD 78370					
TASD 78381-78382					
TASD 78384					
TASD 78390					
TASD 78398					
TASD 78404					
TASD 78408					
TASD 78410					
TASD 78414					
TASD 78423-78425					
TASD 78428					
TASD 78434					
TASD 78442-78443					
TASD 78449					
TASD 78464-78466					
TASD 78471					
TASD 78473-78474					
TASD 78488					
TASD 78490					
TASD 78496					
TASD 78504	29	XM			
TASD 78508					
TASD 78511					
TASD 78516					
TASD 78518					
TASD 78522					
TASD 78524					
TASD 78527					
TASD 78533					
TASD 78535					
TASD 78538					
TASD 78544					
TASD 78547					
TASD 78551-78553					
TASD 78554-78555					
TASD 78558-78561					
TASD 78563					
TASD 78568					
TASD 78575					

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TASD 78581					
TASD 78586					
TASD 78590					
TASD 78595					
TASD 78599-78600					
Texas Mexican Railroad					
TM 3000-3001	83	XM	03-15-78	9778	10-17-78
TM 3003					
TM 3009-3010					
TM 3012-3014					
TM 3016					
TM 3018					
TM 3020-3021					
TM 3027-3028					
TM 3031					
TM 3035					
TM 3037-3039					
TM 3042-3043					
TM 3045-3046					
TM 3048-3049					
TM 3051					
TM 5054					
TM 3058-3060					
TM 3062-3065					
TM 3068					
TM 3074-3076					
TM 3079-3080					
TM 3082					
TM 3084-3085					
TM 3087-3090					
TM 3092-3094					
TM 3097-3105					
TM 3107-3109					
TM 3112-3113					
TM 3115					
TM 3117-3120					
TM 3123-3124					
TM 3131					
TM 3135					
TM 3137-3140					
TM 3142-3143					
TM 3145-3146					

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TM 3148-3149					
Valdosta Southern Railroad					
VSO 6200-6249	50	XM	03-26-76	8343	05-25-76
VSO 6350-6399	50	XM	12-23-77	9408	05-26-78

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Ahnapee and Western Railroad					
AHW 105525	1	FC	03-01-85	14624	04-12-85
Apalachicola Northern Railroad					
AN 5600-5648	195	XM	01-25-77	8796	04-27-77
AN 5650-5713					
AN 5715-5734					
AN 5736-5740					
AN 5742-5799					
AN 5800-5814	15	XM			
AN 5861	14	XM	10-15-84	14594	03-18-85
AN 5863-5875					
Arkansas and Louisiana Missouri Railroad					
ALM 1250-1278	29	XM	01/24/86	14934	04-04-86
ALM 1600-1624	25	XM	06/14/77	9049	10-21-77
Atchison, Topeka and Santa Fe Railway					
SFLC 902000-902036	691	FC	11-01-84	14544	01-04-85
SFLC 902038-902086					
SFLC 902088-902099					
SFLC 902100-902108					
SFLC 902110-902127					
SFLC 902129-902141					
SFLC 902143-902144					
SFLC 902146-902153					
SFLC 902157-902158					
SFLC 902160-902169					
SFLC 902171					
SFLC 902173					
SFLC 902175-902181					
SFLC 902183-902185					
SFLC 902187					
SFLC 902189-902191					

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SFLC 902193 SFLC 902195-902199 SFLC 902201-902202 SFLC 902204-902223 SFLC 902225 SFLC 902227-902228 SFLC 902230 SFLC 902232-902235 SFLC 902237-902238 SFLC 902240-902241 SFLC 902243-902244 SFLC 902246-902299 SFLC 902300-902356 SFLC 902358-902329 SFLC 902331-902356 SFLC 902358-902399 SFLC 902400-902457 SFLC 902459-902480 SFLC 902482-902499 SFLC 902500-902599 SFLC 902600-902635 SFLC 902637-902666 SFLC 902668-902678 SFLC 902680-902699 SFLC 902700-902719 SFLC 902721-902724					
Bangor and Aroostook Railroad					
BAR 9700-9718 BAR 9794-9888	113	XM	06-18-86	14986	06-23-86
Burlington Northern Railroad					
BN 377000-377009 BN 377011-377119 BN 377121-377123	122	XP	07-03-84	14605	03-28-85
Canadian Pacific Railroad					
QC 77198-77249	50	XM	11-19-86	15118	12-12-86

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Corinth and Counce Railroad					
CCR 6650-6699	50	XM	04-29-77	8838	05-27-77
CCR 6700-6720 6722-6799	99	XM			
CCR 6800-6802	3	XM			
CCR 6803-6805	3	XM			
CCR 6881-6905	25	XM			
Crab Orchard and Egyptian Railroad					
COER 100000-100001 COER 100003-100030	30	FC	06-21-78	9936	12-22-78
COER 250004 COER 250008 COER 250011 COER 250017 COER 250022 COER 250027 COER 250032-250035 COER 250037 COER 250039 COER 250044 COER 250052 COER 250054-250055 COER 250063 COER 250065 COER 250067 COER 250073-250074	22	FC			
East Camden and Highland Railroad					
EACH 4010 EACH 4021-4022 EACH 4088 EACH 4103 EACH 4105	12	XP	04-26-78	9756	10-11-78

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EACH 4113-4115					
EACH 4120					
EACH 4124					
EACH 4131					
EACH 4138					
Grand Trunk Western Railroad					
DTI 90000	157	FC	01-01-85	14615	04-03-85
DTI 90003-90005					
DTI 90007-90008					
DTI 90010					
DTI 90012-90014					
DTI 90016					
DTI 90018-90019					
DTI 90022					
DTI 90025-90026					
DTI 90028-90031					
DTI 90034-90036					
DTI 90039					
DTI 90041-90045					
DTI 90048-90050					
DTI 90053-90058					
DTI 90060-90062					
DTI 90068-90072					
DTI 90074					
DTI 90076-90077					
DTI 90079-90083					
DTI 90086					
DTI 90089-90092					
DTI 90094					
DTI 90096					
DTI 90098					
DTI 90102-90107					
DTI 90110					
DTI 90112-90115					
DTI 90117					
DTI 90121-90122					
DTI 90125-90126					
DTI 90128					
DTI 90132-90135					
DTI 90137					
DTI 90139-90142					
DTI 90144-90148					

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DTI 90150-90151					
DTI 90154					
DTI 90157-90163					
DTI 90165					
DTI 90167-90172					
DTI 90175-90176					
DTI 90178					
DTI 90180-90182					
DTI 90184-90189					
DTI 90191-90194					
DTI 90197-90198					
DTI 90200-90206					
DTI 90208-90210					
DTI 90212-90219					
DTI 90221-90224					
DTI 90228-90234					
Green Bay and Western Railroad					
GBW 7000-7049	50	XM	03-08-79	10362	05-10-79
GBW 8302-8303	34	XM	07-01-82	13579-A	08-23-82
GBW 8306					
GBW 8317					
GBW 8319					
GBW 8323-8324					
GBW 8330-8331					
GBW 8333-8334					
GBW 8337					
GBW 8343-8344					
GBW 8346					
GBW 8348					
GBW 8353					
GBW 8357					
GBW 8362					
GBW 8364-8366					
GBW 8373-8374					
GBW 8377					
GBW 8379					
GBW 8385					
GBW 8389					
GBW 8392					
GBW 8395					
GBW 8399					

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KCS 756253					
KCS 756261					
KCS 756270					
KCS 756288					
KCS 756296					
KCS 756300					
KCS 756318					
KCS 756326					
KCS 756334					
KCS 756342					
KCS 756351					
KCS 756369					
KCS 756377					
KCS 756385					
KCS 756393					
KCS 756407					
KCS 756415					
KCS 756423					
KCS 756431					
KCS 756440					
KCS 756458					
KCS 756466					
KCS 756474					
KCS 756482					
KCS 756491					
KCS 756504					
KCS 756521					
KCS 756539					
KCS 756547					
KCS 756555					
KCS 756563					
KCS 756580					
KCS 756598					
KCS 756601					
KCS 756610					
KCS 756628					
KCS 756636					
KCS 756644					
KCS 756652					
KCS 756661					
KCS 756679					
KCS 756687					
KCS 756695					
KCS 756709					
KCS 756717					

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KCS 756725					
KCS 756733					
KCS 756741					
KCS 756750					
KCS 756768					
KCS 756776					
KCS 756784					
KCS 756792					
KCS 756806					
KCS 756814					
KCS 756822					
KCS 756831					
KCS 756849					
KCS 756857					
KCS 756865					
KCS 756873					
KCS 756881					
KCS 756890					
KCS 756903					
KCS 756911					
KCS 756920					
KCS 756938					
KCS 756946					
KCS 756954					
KCS 756962					
KCS 756971					
KCS 756989					
KCS 756997					
KCS 757004					
KCS 757012					
KCS 757021					
KCS 757039					
KCS 757047					
KCS 757055					
KCS 757063					
KCS 757071					
KCS 757080					
KCS 757098					
KCS 757101					
KCS 757110					
KCS 757128					
KCS 757144					
KCS 757152					
KCS 757161					
KCS 757179					

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KCS 757187					
KCS 757195					
KCS 757209					
KCS 757217					
KCS 757233					
KCS 757241					
KCS 757250					
KCS 757268					
KCS 757276					
KCS 757284					
KCS 757292					
KCS 757306					
KCS 757314					
KCS 757322					
KCS 757331					
KCS 757349					
KCS 757357					
KCS 757365					
KCS 757373					
KCS 757381					
KCS 757403					
KCS 757411					
KCS 757420					
KCS 757438					
KCS 757446					
KCS 757454					
KCS 757462					
KCS 757471					
KCS 757489					
KCS 757497					
KCS 757501					
KCS 757519					
KCS 757527					
KCS 757535					
KCS 757543					
KCS 757551					
KCS 757560					
KCS 757578					
KCS 757586					
KCS 757594					
KCS 757608					
KCS 757616					
KCS 757624					
KCS 757632					
KCS 757641					

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Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
KCS 757659					
KCS 757667					
KCS 757675					
KCS 757683					
KCS 757691					
KCS 757705					
KCS 757713					
KCS 757721					
KCS 757730					
KCS 757748					
KCS 757756					
KCS 757764					
KCS 757772					
KCS 757781					
KCS 757799					
KCS 757802					
KCS 757811					
KCS 757829					
KCS 757837					
KCS 757845					
KCS 757853					
KCS 757861					
KCS 757870					
KCS 757888					
KCS 757896					
KCS 757900					
KCS 757918					
KCS 757926					
KCS 757934					
KCS 757942					
KCS 757951					
KCS 757969					
KCS 757977					
KCS 757985					
KCS 757993					
Marinette, Tomahawk and Western Railroad					
MTW 1100-1116	17	XM	12-23-77	9406	05-26-78

Schedule B

1978 SERIES 3 ETC SERIES TRUST
Filed Under ICC Recordation No. 9932
On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
MidLouisiana Rail Corporation					
NLG 5801-5824	98	XM	07-21-77	9703	11-10-77
NLG 5826-5842					
NLG 5844-5900					
NLG 7150-7167	28	XM			
NLG 7169-7175					
NLG 7177-7179					
MidSouth Rail Corporation					
MSRC 4000-4027	28	XM	12-12-86	15149	1-6-87
MSRC 4300-4399	100	XM			
Minnesota, Dakota and Western Railroad					
MDW 10364-10414	51	XM	07/26/78	10129	02-22-79
MDW 10299	1	XM			
MDW 2060	25	XM	07/02/84	10032	03-28-85
MDW 2062-2075					
MDW 2077-2086					
New Orleans Public Belt Railroad					
NOPB 3550	305	XM	06/17/77	8904	07-26-77
NOPB 3552-3556					
NOPB 3558-3572					
NOPB 3575-3577					
NOPB 3579-3586					
NOPB 3589					
NOPB 3591					
NOPB 3593-3596					
NOPB 3598-3601					
NOPB 3604-3605					
NOPB 3608					
NOPB 3611-3615					
NOPB 3617-3621					
NOPB 3627-3630					