8/10
12027-N

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD+
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE#
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.#

*NOT A MEMBER OF D.C. BAR
+ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
#ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

RECORDATION NO. 12027-N Filed & Recorded

JAN 27 1987 1-25 PM

INTERSTATE COMMERCE COMMISSION

No. 7-027A031
Date JAN 27 1987
Fee $ 10.00
ICC Washington, D. C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed copies of an Amendment No. 9 to Equipment Lease Agreement dated as of January 12, 1987, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to an Equipment Lease Agreement dated as of July 1, 1980 which was duly filed and recorded at 8:50 a.m. on July 23, 1980 and assigned Recordation Number 12027. The Equipment Lease Agreement was subsequently amended, supplemented and restated by documents filed and recorded with your office and assigned Recordation Numbers 12027-A through 12027-M.

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit 1 attached hereto and made a part hereof.

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

Lessor: United States Trust Company of New York, as Trustee under an Amended Trust Agreement dated as of June 15, 1980, as amended and restated by an Amended and Restated Trust Agreement dated as of February 2, 1981
45 Wall Street
New York, New York 10005

Lessee: XTRA Leasing, Inc.
60 State Street
Boston, Massachusetts 12109

ICC OFFICE OF THE SECRETARY
JAN 27 1 21 PM '87
MOTOR OPERATING UNIT

Counterparts C.T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission

The undersigned is agent for the Lessee named above for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters contained therein.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of $10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

> Amendment No. 9 dated as of January 12, 1987 to Equipment Lease Agreement dated as of July 1, 1980, as amended, supplemented and restated, between United States Trust Company of New York, as Trustee, Lessor, and XTRA Leasing, Inc., Lessee, covering 100-ton 4,750 and 4,700 cubic foot capacity covered hopper cars.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

Enclosures

SCHEDULE A
EQUIPMENT LEASE
AGREEMENT

EXHIBIT 1

DESCRIPTION OF UNITS

100-TON 4,750 AND 4,700 CUBIC FOOT CAPACITY COVERED HOPPERS:

MANUFACTURER: RICHMOND TANK CAR COMPANY

NUMBER OF CARS: 512

IDENTIFYING MARKS:

ATLT 075959	ATLT 075972	ATLT 075973	ATLT 075983	ATLT 075994	ATLT 075996
ATLT 075997	ATLT 075999	ATLT 076000	ATLT 076007	ATLT 076008	ATLT 076010
ATLT 076014	ATLT 076015	ATLT 076022	ATLT 076024	ATLT 076033	CAGY 076039
CAGY 076044	CAGY 076076	MSDR 075962	MSDR 075963	MSDR 075990	MSDR 075998
MSDR 076012	MSDR 076016	TXNW 047000	TXNW 047001	TXNW 047002	TXNW 047003
TXNW 047011	TXNW 047014	TXNW 047024	TXNW 047031	TXNW 047033	TXNW 047035
TXNW 047048	TXNW 047051	TXNW 047052	TXNW 047055	TXNW 047062	TXNW 047064
TXNW 047067	TXNW 047071	TXNW 047076	TXNW 047078	TXNW 047079	TXNW 047082
TXNW 047083	TXNW 047085	TXNW 047092	TXNW 047105	TXNW 047107	TXNW 047108
TXNW 047109	TXNW 047114	TXNW 047121	TXNW 047130	TXNW 047131	TXNW 047132
TXNW 047136	TXNW 047137	TXNW 047138	TXNW 047139	TXNW 047140	TXNW 047141
TXNW 047143	TXNW 047146	TXNW 047149	TXNW 047150	TXNW 047152	TXNW 047154
TXNW 047159	TXNW 047163	TXNW 047166	TXNW 047178	TXNW 047179	TXNW 047181
TXNW 047183	TXNW 047187	TXNW 047191	TXNW 047195	TXNW 047196	TXNW 047250
TXNW 047273	TXNW 047277	TXNW 047278	TXNW 047282	TXNW 047310	TXNW 047312
TXNW 047313	TXNW 047314	TXNW 047319	TXNW 047323	TXNW 047325	TXNW 047332
TXNW 047368	TXNW 076100	TXNW 076103	TXNW 076106	TXNW 076108	TXNW 076115
TXNW 076117	TXNW 076122	TXNW 076130	TXNW 076138	TXNW 076151	TXNW 076156
TXNW 076157	TXNW 076161	TXNW 076174	TXNW 076175	TXNW 076181	TXNW 076236
TXNW 076240	TXNW 076245	TXNW 076247	TXNW 076249	TXNW 076265	TXNW 076268
TXNW 076271	TXNW 076309	TXNW 076334	TXNW 076353	TXNW 076360	TXNW 076377
TXNW 076380	TXNW 076382	TXNW 076383	TXNW 076384	TXNW 076386	TXNW 076387
TXNW 076389	TXNW 076390	TXNW 076391	TXNW 076399	TXNW 076400	TXNW 076403
TXNW 076405	TXNW 076407	TXNW 076413	TXNW 076420	TXNW 076427	TXNW 076429
TXNW 076430	TXNW 076433	TXNW 076434	TXNW 076440	TXNW 076443	TXNW 076444
TXNW 076448	TXNW 076458	TXNW 076480	XTRX 047004	XTRX 047005	XTRX 047006
XTRX 047007	XTRX 047008	XTRX 047009	XTRX 047010	XTRX 047013	XTRX 047016
XTRX 047017	XTRX 047019	XTRX 047021	XTRX 047022	XTRX 047023	XTRX 047025
XTRX 047026	XTRX 047028	XTRX 047030	XTRX 047032	XTRX 047036	XTRX 047037
XTRX 047038	XTRX 047039	XTRX 047040	XTRX 047041	XTRX 047043	XTRX 047044
XTRX 047045	XTRX 047046	XTRX 047047	XTRX 047049	XTRX 047053	XTRX 047054
XTRX 047056	XTRX 047057	XTRX 047058	XTRX 047059	XTRX 047060	XTRX 047061
XTRX 047065	XTRX 047066	XTRX 047070	XTRX 047072	XTRX 047074	XTRX 047075
XTRX 047077	XTRX 047080	XTRX 047081	XTRX 047084	XTRX 047088	XTRX 047089
XTRX 047090	XTRX 047091	XTRX 047094	XTRX 047095	XTRX 047096	XTRX 047097
XTRX 047098	XTRX 047099	XTRX 047100	XTRX 047101	XTRX 047102	XTRX 047103
XTRX 047104	XTRX 047106	XTRX 047110	XTRX 047113	XTRX 047115	XTRX 047116
XTRX 047120	XTRX 047122	XTRX 047125	XTRX 047126	XTRX 047127	XTRX 047128
XTRX 047129	XTRX 047133	XTRX 047134	XTRX 047135	XTRX 047142	XTRX 047144
XTRX 047145	XTRX 047148	XTRX 047151	XTRX 047153	XTRX 047155	XTRX 047157
XTRX 047158	XTRX 047160	XTRX 047161	XTRX 047162	XTRX 047164	XTRX 047165
XTRX 047167	XTRX 047168	XTRX 047173	XTRX 047174	XTRX 047175	XTRX 047176
XTRX 047180	XTRX 047182	XTRX 047184	XTRX 047185	XTRX 047188	XTRX 047189
XTRX 047190	XTRX 047192	XTRX 047194	XTRX 047197	XTRX 047199	XTRX 047251

RICHMOND TANK CAR COMPANY (cont'd)

XTRX 047269	XTRX 047270	XTRX 047271	XTRX 047275	XTRX 047276	XTRX 047283
XTRX 047303	XTRX 047304	XTRX 047305	XTRX 047306	XTRX 047309	XTRX 047311
XTRX 047315	XTRX 047316	XTRX 047320	XTRX 047321	XTRX 047322	XTRX 047324
XTRX 047326	XTRX 047327	XTRX 047329	XTRX 047330	XTRX 047334	XTRX 075958
XTRX 075960	XTRX 075961	XTRX 075964	XTRX 075965	XTRX 075966	XTRX 075967
XTRX 075968	XTRX 075969	XTRX 075970	XTRX 075971	XTRX 075976	XTRX 075977
XTRX 075978	XTRX 075979	XTRX 075980	XTRX 075981	XTRX 075982	XTRX 075984
XTRX 075985	XTRX 075986	XTRX 075987	XTRX 075988	XTRX 075989	XTRX 075991
XTRX 075992	XTRX 075993	XTRX 075995	XTRX 076001	XTRX 076002	XTRX 076003
XTRX 076004	XTRX 076005	XTRX 076006	XTRX 076011	XTRX 076013	XTRX 076017
XTRX 076018	XTRX 076019	XTRX 076020	XTRX 076021	XTRX 076023	XTRX 076026
XTRX 076027	XTRX 076028	XTRX 076029	XTRX 076030	XTRX 076031	XTRX 076032
XTRX 076034	XTRX 076035	XTRX 076036	XTRX 076037	XTRX 076038	XTRX 076040
XTRX 076041	XTRX 076042	XTRX 076043	XTRX 076045	XTRX 076046	XTRX 076047
XTRX 076048	XTRX 076049	XTRX 076050	XTRX 076051	XTRX 076052	XTRX 076053
XTRX 076054	XTRX 076055	XTRX 076056	XTRX 076057	XTRX 076058	XTRX 076059
XTRX 076060	XTRX 076061	XTRX 076062	XTRX 076063	XTRX 076064	XTRX 076065
XTRX 076066	XTRX 076067	XTRX 076068	XTRX 076069	XTRX 076070	XTRX 076072
XTRX 076073	XTRX 076074	XTRX 076075	XTRX 076077	XTRX 076078	XTRX 076079
XTRX 076080	XTRX 076081	XTRX 076082	XTRX 076191	XTRX 076192	XTRX 076195
XTRX 076197	XTRX 076199	XTRX 076200	XTRX 076201	XTRX 076202	XTRX 076203
XTRX 076204	XTRX 076208	XTRX 076209	XTRX 076210	XTRX 076213	XTRX 076215
XTRX 076216	XTRX 076217	XTRX 076218	XTRX 076220	XTRX 076223	XTRX 076225
XTRX 076228	XTRX 076230	XTRX 076231	XTRX 076238	XTRX 076250	XTRX 076251
XTRX 076253	XTRX 076254	XTRX 076255	XTRX 076256	XTRX 076257	XTRX 076258
XTRX 076260	XTRX 076261	XTRX 076262	XTRX 076264	XTRX 076266	XTRX 076267
XTRX 076269	XTRX 076270	XTRX 076274	XTRX 076276	XTRX 076279	XTRX 076281
XTRX 076287	XTRX 076288	XTRX 076290	XTRX 076294	XTRX 076297	XTRX 076299
XTRX 076300	XTRX 076303	XTRX 076304	XTRX 076305	XTRX 076308	XTRX 076310
XTRX 076312	XTRX 076313	XTRX 076314	XTRX 076315	XTRX 076316	XTRX 076317
XTRX 076323	XTRX 076324	XTRX 076327	XTRX 076328	XTRX 076329	XTRX 076331
XTRX 076332	XTRX 076333	XTRX 076336	XTRX 076338	XTRX 076340	XTRX 076341
XTRX 076343	XTRX 076346	XTRX 076348	XTRX 076352	XTRX 076356	XTRX 076357
XTRX 076359	XTRX 076364	XTRX 076365	XTRX 076368	XTRX 076369	XTRX 076370
XTRX 076375	XTRX 076376	XTRX 076379	XTRX 076388	XTRX 076393	XTRX 076394
XTRX 076395	XTRX 076397	XTRX 076398	XTRX 076406	XTRX 076409	XTRX 076411
XTRX 076412	XTRX 076414	XTRX 076415	XTRX 076416	XTRX 076424	XTRX 076426
XTRX 076436	XTRX 076437	XTRX 076438	XTRX 076439	XTRX 076441	XTRX 076445
XTRX 076446	XTRX 076451	XTRX 076453	XTRX 076456	XTRX 076459	XTRX 076460
XTRX 076461	XTRX 076464	XTRX 076465	XTRX 076467	XTRX 076468	XTRX 076470
XTRX 076471	XTRX 076472	XTRX 076473	XTRX 076474	XTRX 076475	XTRX 076476
XTRX 076478	XTRX 076482				

Purchase Agreement: Letter order of Itel Corporation, dated November 30, 1978 accepted December 11, 1978, by Richmond Tank Company, as amended, and as assigned to XTRA, Inc. pursuant to an Assignment, Assumption of Liabilities and Release Agreement, dated as of October 25, 1979, among Itel Corporation, XTRA, Inc. and Richmond Tank Car Company.

MANUFACTURER: PORTEC, INC.

NUMBER OF CARS: 404

IDENTIFYING MARKS:

CAGY 076816	CAGY 076933	IRRC 076698	IRRC 076778	IRRC 076808	TXNW 047207
TXNW 047209	TXNW 047211	TXNW 047222	TXNW 047234	TXNW 047237	TXNW 047238
TXNW 047244	TXNW 047247	TXNW 047256	TXNW 047262	TXNW 047264	TXNW 047266
TXNW 047280	TXNW 047281	TXNW 047284	TXNW 047288	TXNW 047293	TXNW 047298
TXNW 047340	TXNW 047356	TXNW 047365	TXNW 047378	TXNW 047379	TXNW 047380
TXNW 047386	TXNW 047393	TXNW 047395	TXNW 047396	TXNW 076580	TXNW 076594
TXNW 076606	TXNW 076611	TXNW 076616	TXNW 076620	TXNW 076622	TXNW 076625
TXNW 076630	TXNW 076632	TXNW 076637	TXNW 076640	TXNW 076641	TXNW 076643
TXNW 076646	TXNW 076647	TXNW 076648	TXNW 076649	TXNW 076654	TXNW 076656
TXNW 076658	TXNW 076663	TXNW 076683	TXNW 076688	TXNW 076692	TXNW 076701
TXNW 076702	TXNW 076703	TXNW 076709	TXNW 076710	TXNW 076711	TXNW 076718
TXNW 076721	TXNW 076723	TXNW 076725	TXNW 076726	TXNW 076728	TXNW 076732
TXNW 076733	TXNW 076734	TXNW 076735	TXNW 076747	TXNW 076750	TXNW 076752
TXNW 076763	TXNW 076847	TXNW 076851	TXNW 076855	TXNW 076859	TXNW 076860
TXNW 076861	TXNW 076862	TXNW 076865	TXNW 076868	TXNW 076869	TXNW 076872
TXNW 076873	TXNW 076874	TXNW 076876	TXNW 076877	TXNW 076878	TXNW 076886
TXNW 076887	TXNW 076890	TXNW 076900	TXNW 076904	TXNW 076913	TXNW 076914
TXNW 076915	TXNW 076923	TXNW 076926	TXNW 076927	TXNW 076928	XTRX 047200
XTRX 047202	XTRX 047203	XTRX 047204	XTRX 047205	XTRX 047206	XTRX 047208
XTRX 047210	XTRX 047213	XTRX 047215	XTRX 047216	XTRX 047217	XTRX 047218
XTRX 047219	XTRX 047220	XTRX 047223	XTRX 047224	XTRX 047226	XTRX 047227
XTRX 047229	XTRX 047230	XTRX 047233	XTRX 047235	XTRX 047236	XTRX 047239
XTRX 047240	XTRX 047241	XTRX 047242	XTRX 047243	XTRX 047245	XTRX 047248
XTRX 047252	XTRX 047253	XTRX 047254	XTRX 047255	XTRX 047258	XTRX 047260
XTRX 047263	XTRX 047265	XTRX 047267	XTRX 047268	XTRX 047279	XTRX 047285
XTRX 047286	XTRX 047287	XTRX 047289	XTRX 047290	XTRX 047292	XTRX 047294
XTRX 047296	XTRX 047297	XTRX 047300	XTRX 047301	XTRX 047302	XTRX 047307
XTRX 047308	XTRX 047335	XTRX 047336	XTRX 047337	XTRX 047338	XTRX 047339
XTRX 047341	XTRX 047343	XTRX 047344	XTRX 047345	XTRX 047346	XTRX 047347
XTRX 047348	XTRX 047349	XTRX 047350	XTRX 047351	XTRX 047352	XTRX 047353
XTRX 047355	XTRX 047357	XTRX 047359	XTRX 047360	XTRX 047361	XTRX 047363
XTRX 047371	XTRX 047381	XTRX 047383	XTRX 047384	XTRX 047387	XTRX 047388
XTRX 047389	XTRX 047390	XTRX 047391	XTRX 047392	XTRX 047394	XTRX 047398
XTRX 047399	XTRX 076578	XTRX 076579	XTRX 076582	XTRX 076583	XTRX 076584
XTRX 076585	XTRX 076586	XTRX 076587	XTRX 076589	XTRX 076590	XTRX 076591
XTRX 076592	XTRX 076634	XTRX 076693	XTRX 076694	XTRX 076695	XTRX 076696
XTRX 076697	XTRX 076699	XTRX 076700	XTRX 076704	XTRX 076705	XTRX 076706
XTRX 076707	XTRX 076708	XTRX 076712	XTRX 076713	XTRX 076714	XTRX 076715
XTRX 076716	XTRX 076717	XTRX 076719	XTRX 076720	XTRX 076722	XTRX 076724
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XTRX 076742	XTRX 076743	XTRX 076746	XTRX 076748	XTRX 076758	XTRX 076760
XTRX 076766	XTRX 076767	XTRX 076768	XTRX 076769	XTRX 076770	XTRX 076775
XTRX 076776	XTRX 076777	XTRX 076779	XTRX 076780	XTRX 076781	XTRX 076782
XTRX 076783	XTRX 076784	XTRX 076785	XTRX 076786	XTRX 076787	XTRX 076788

PORTEC, INC. (cont'd)

XTRX 076789	XTRX 076790	XTRX 076791	XTRX 076792	XTRX 076793	XTRX 076794
XTRX 076795	XTRX 076796	XTRX 076797	XTRX 076798	XTRX 076799	XTRX 076800
XTRX 076801	XTRX 076802	XTRX 076803	XTRX 076804	XTRX 076805	XTRX 076806
XTRX 076807	XTRX 076809	XTRX 076810	XTRX 076811	XTRX 076812	XTRX 076814
XTRX 076815	XTRX 076817	XTRX 076818	XTRX 076819	XTRX 076820	XTRX 076821
XTRX 076822	XTRX 076823	XTRX 076824	XTRX 076825	XTRX 076826	XTRX 076827
XTRX 076828	XTRX 076829	XTRX 076830	XTRX 076831	XTRX 076832	XTRX 076833
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XTRX 076858	XTRX 076863	XTRX 076864	XTRX 076866	XTRX 076867	XTRX 076870
XTRX 076871	XTRX 076875	XTRX 076879	XTRX 076880	XTRX 076881	XTRX 076882
XTRX 076883	XTRX 076884	XTRX 076885	XTRX 076888	XTRX 076889	XTRX 076891
XTRX 076892	XTRX 076893	XTRX 076894	XTRX 076895	XTRX 076896	XTRX 076897
XTRX 076898	XTRX 076899	XTRX 076901	XTRX 076902	XTRX 076903	XTRX 076905
XTRX 076906	XTRX 076907	XTRX 076908	XTRX 076909	XTRX 076910	XTRX 076911
XTRX 076912	XTRX 076916	XTRX 076917	XTRX 076918	XTRX 076919	XTRX 076920
XTRX 076921	XTRX 076922	XTRX 076924	XTRX 076925	XTRX 076929	XTRX 076930
XTRX 076931	XTRX 076932	XTRX 076934	XTRX 076935	XTRX 076936	XTRX 076937
XTRX 076938	XTRX 076939	XTRX 076940	XTRX 076941	XTRX 076942	XTRX 076943
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XTRX 076963	XTRX 076964	XTRX 076966	XTRX 076968	XTRX 076969	XTRX 076970
XTRX 076971	XTRX 076973	XTRX 076974	XTRX 076975	XTRX 076976	XTRX 076977
XTRX 076981	XTRX 076982				

Purchase Agreement: XTRA, Inc. Equipment Purchase Order E-2064, dated November 3, 1979, accepted November 3, 1979 by Railcar Division of Portec, Inc.

MANUFACTURER: FMC CORPORATION
MARINE AND RAIL EQUIPMENT DIVISION

NUMBER OF CARS: 87

IDENTIFYING MARKS:

ATLT 076983	ATLT 077013	ATLT 077021	ATLT 077025	ATLT 077026	ATLT 077031
ATLT 077037	ATLT 077041	ATLT 077042	ATLT 077071	ATLT 077073	MSDR 076987
MSDR 076991	MSDR 076993	MSDR 077043	MSDR 077069	XTRX 076984	XTRX 076985
XTRX 076986	XTRX 076988	XTRX 076989	XTRX 076990	XTRX 076992	XTRX 076994
XTRX 076996	XTRX 076997	XTRX 076998	XTRX 076999	XTRX 077010	XTRX 077011
XTRX 077012	XTRX 077014	XTRX 077015	XTRX 077016	XTRX 077017	XTRX 077018
XTRX 077019	XTRX 077022	XTRX 077023	XTRX 077024	XTRX 077027	XTRX 077028
XTRX 077030	XTRX 077032	XTRX 077033	XTRX 077034	XTRX 077035	XTRX 077036
XTRX 077038	XTRX 077039	XTRX 077040	XTRX 077044	XTRX 077045	XTRX 077046
XTRX 077047	XTRX 077048	XTRX 077049	XTRX 077050	XTRX 077051	XTRX 077052
XTRX 077053	XTRX 077054	XTRX 077055	XTRX 077056	XTRX 077057	XTRX 077058
XTRX 077059	XTRX 077060	XTRX 077061	XTRX 077062	XTRX 077063	XTRX 077064
XTRX 077065	XTRX 077066	XTRX 077067	XTRX 077068	XTRX 077070	XTRX 077072
XTRX 077074	XTRX 077075	XTRX 077076	XTRX 077077	XTRX 077078	XTRX 077079
XTRX 077080	XTRX 077081	XTRX 077082			

Purchase Agreement: XTRA, Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

January 29, 1987

Charles T. Kappler
200 World Center Bldg.
918 Sixteenth Street, N. W.
Washington, D.C. 20006

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 1-27-87 at 1:25PM, and assigned re-recordation number(s). 1-27-87

12867-F and 12027-N

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 12027-N Filed & Recorded

JAN 27 1987 1-25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 9 TO EQUIPMENT LEASE AGREEMENT

This AMENDMENT NO. 9 TO EQUIPMENT LEASE AGREEMENT, dated as of January 12, 1987, amending the Equipment Lease Agreement, dated as of July 1, 1980, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980, and by Amendment No. 2 to Equipment Lease Agreement, dated as of July 1, 1980, and as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981, and as further amended by Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981, by Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982, by Amendment No. 6 to Equipment Lease Agreement, dated as of January 2, 1984, by Amendment No. 7 to Equipment Lease Agreement, dated as of January 14, 1985 and by Amendment No. 8 to Equipment Lease Agreement, dated as of January 15, 1986 (the Original Lease as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA Leasing, Inc., a Delaware corporation (the "Lessee"), and United States Trust Company of New York, a New York corporation, not in its individual capacity but solely as Trustee (the "Lessor"), under an Amended Trust Agreement, dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Credit Corporation and said United States Trust Company of New York.

W I T N E S S E T H:

WHEREAS, in order to operate and to sublease certain covered hopper cars, it is necessary that Lessee change the identifying marks on various of the covered hopper cars subject to the provisions of the Lease; and

WHEREAS, in compliance with paragraph (b) of Section 8 of the Lease, the Lessee seeks to file with the Interstate Commerce Commission a statement of the new identifying marks on various of the Units (as defined in the Lease);

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Lessor and the Lessee hereby agree that Schedule A of the Lease is amended to read in its entirety as set forth in Exhibit 1 hereto.

To the extent, if any, that this Amendment No. 9 to Equipment Lease Agreement or the Lease, as amended, hereby constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction) no security interest in this Amendment No. 9 to Equipment Lease Agreement or the Lease, as amended, hereby may be created through the transfer or possession of any counterpart of this Amendment No. 9 to Equipment Lease Agreement or the Lease, other than the original executed counterpart hereof, which shall be identified as the counterpart containing the receipt therefore executed by the Loan Trustee (as defined in the Lease) on the signature page hereof.

IN WITNESS WHEROF, the parties have caused this Amendment No. 9 to Equipment Lease Agreement to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES TRUST COMPANY OF NEW YORK, not in its individual capacity but solely as Trustee as aforesaid

[Corporate Seal]

By: Louis P. Young
Title: LOUIS P. YOUNG
ASSISTANT VICE PRESIDENT

Attest: Christine C. Collins
Title:
CHRISTINE C. COLLINS
Assistant Secretary

XTRA Leasing, Inc.

[Corporate Seal]

By: Michael J. Soja
Title: Vice President

Attest: Henrietta J. Baker
Title: Asst. Secretary

Pursuant to paragraph (b) of Section 19 of the Lease, Bankers Trust Company, as Loan Trustee under an Indenture, Chattel Mortgage and Security Agreement, dated as of February 2, 1981, between said Loan Trustee and the Lessor, does hereby consent to this Amendment No. 9 to Equipment Lease Agreement, dated as of January 12, 1987.

Bankers Trust Company, as
Loan Trustee

By: Jennifer Holden
Title: ASSISTANT SECRETARY

STATE OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

On this 14th day of January, 1987, before me personally appeared Michael J. Soja to me personally known, who, being by me duly sworn, says that he is the Vice President of XTRA Leasing, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marion F. Ewell
Notary Public

[Notarial Seal]

My commission expires: August 7, 1992

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15th day of January, 1987, before me personally appeared LOUIS P. YOUNG to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Federico C. Santos
Notary Public

FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1987

[Notarial Seal]

My commission expires: _____

SCHEDULE A
EQUIPMENT LEASE
AGREEMENT

EXHIBIT 1

DESCRIPTION OF UNITS

100-TON 4,750 AND 4,700 CUBIC FOOT CAPACITY COVERED HOPPERS:

MANUFACTURER: RICHMOND TANK CAR COMPANY

NUMBER OF CARS: 512

IDENTIFYING MARKS:

ATLT 075959	ATLT 075972	ATLT 075973	ATLT 075983	ATLT 075994	ATLT 075996
ATLT 075997	ATLT 075999	ATLT 076000	ATLT 076007	ATLT 076008	ATLT 076010
ATLT 076014	ATLT 076015	ATLT 076022	ATLT 076024	ATLT 076033	CAGY 076039
CAGY 076044	CAGY 076076	MSDR 075962	MSDR 075963	MSDR 075990	MSDR 075998
MSDR 076012	MSDR 076016	TXNW 047000	TXNW 047001	TXNW 047002	TXNW 047003
TXNW 047011	TXNW 047014	TXNW 047024	TXNW 047031	TXNW 047033	TXNW 047035
TXNW 047048	TXNW 047051	TXNW 047052	TXNW 047055	TXNW 047062	TXNW 047064
TXNW 047067	TXNW 047071	TXNW 047076	TXNW 047078	TXNW 047079	TXNW 047082
TXNW 047083	TXNW 047085	TXNW 047092	TXNW 047105	TXNW 047107	TXNW 047108
TXNW 047109	TXNW 047114	TXNW 047121	TXNW 047130	TXNW 047131	TXNW 047132
TXNW 047136	TXNW 047137	TXNW 047138	TXNW 047139	TXNW 047140	TXNW 047141
TXNW 047143	TXNW 047146	TXNW 047149	TXNW 047150	TXNW 047152	TXNW 047154
TXNW 047159	TXNW 047163	TXNW 047166	TXNW 047178	TXNW 047179	TXNW 047181
TXNW 047183	TXNW 047187	TXNW 047191	TXNW 047195	TXNW 047196	TXNW 047250
TXNW 047273	TXNW 047277	TXNW 047278	TXNW 047282	TXNW 047310	TXNW 047312
TXNW 047313	TXNW 047314	TXNW 047319	TXNW 047323	TXNW 047325	TXNW 047332
TXNW 047368	TXNW 076100	TXNW 076103	TXNW 076106	TXNW 076108	TXNW 076115
TXNW 076117	TXNW 076122	TXNW 076130	TXNW 076138	TXNW 076151	TXNW 076156
TXNW 076157	TXNW 076161	TXNW 076174	TXNW 076175	TXNW 076181	TXNW 076236
TXNW 076240	TXNW 076245	TXNW 076247	TXNW 076249	TXNW 076265	TXNW 076268
TXNW 076271	TXNW 076309	TXNW 076334	TXNW 076353	TXNW 076360	TXNW 076377
TXNW 076380	TXNW 076382	TXNW 076383	TXNW 076384	TXNW 076386	TXNW 076387
TXNW 076389	TXNW 076390	TXNW 076391	TXNW 076399	TXNW 076400	TXNW 076403
TXNW 076405	TXNW 076407	TXNW 076413	TXNW 076420	TXNW 076427	TXNW 076429
TXNW 076430	TXNW 076433	TXNW 076434	TXNW 076440	TXNW 076443	TXNW 076444
TXNW 076448	TXNW 076458	TXNW 076480	XTRX 047004	XTRX 047005	XTRX 047006
XTRX 047007	XTRX 047008	XTRX 047009	XTRX 047010	XTRX 047013	XTRX 047016
XTRX 047017	XTRX 047019	XTRX 047021	XTRX 047022	XTRX 047023	XTRX 047025
XTRX 047026	XTRX 047028	XTRX 047030	XTRX 047032	XTRX 047036	XTRX 047037
XTRX 047038	XTRX 047039	XTRX 047040	XTRX 047041	XTRX 047043	XTRX 047044
XTRX 047045	XTRX 047046	XTRX 047047	XTRX 047049	XTRX 047053	XTRX 047054
XTRX 047056	XTRX 047057	XTRX 047058	XTRX 047059	XTRX 047060	XTRX 047061
XTRX 047065	XTRX 047066	XTRX 047070	XTRX 047072	XTRX 047074	XTRX 047075
XTRX 047077	XTRX 047080	XTRX 047081	XTRX 047084	XTRX 047088	XTRX 047089
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XTRX 047104	XTRX 047106	XTRX 047110	XTRX 047113	XTRX 047115	XTRX 047116
XTRX 047120	XTRX 047122	XTRX 047125	XTRX 047126	XTRX 047127	XTRX 047128
XTRX 047129	XTRX 047133	XTRX 047134	XTRX 047135	XTRX 047142	XTRX 047144
XTRX 047145	XTRX 047148	XTRX 047151	XTRX 047153	XTRX 047155	XTRX 047157
XTRX 047158	XTRX 047160	XTRX 047161	XTRX 047162	XTRX 047164	XTRX 047165
XTRX 047167	XTRX 047168	XTRX 047173	XTRX 047174	XTRX 047175	XTRX 047176
XTRX 047180	XTRX 047182	XTRX 047184	XTRX 047185	XTRX 047188	XTRX 047189
XTRX 047190	XTRX 047192	XTRX 047194	XTRX 047197	XTRX 047199	XTRX 047251

RICHMOND TANK CAR COMPANY (cont'd)

XTRX 047269	XTRX 047270	XTRX 047271	XTRX 047275	XTRX 047276	XTRX 047283
XTRX 047303	XTRX 047304	XTRX 047305	XTRX 047306	XTRX 047309	XTRX 047311
XTRX 047315	XTRX 047316	XTRX 047320	XTRX 047321	XTRX 047322	XTRX 047324
XTRX 047326	XTRX 047327	XTRX 047329	XTRX 047330	XTRX 047334	XTRX 075958
XTRX 075960	XTRX 075961	XTRX 075964	XTRX 075965	XTRX 075966	XTRX 075967
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XTRX 075978	XTRX 075979	XTRX 075980	XTRX 075981	XTRX 075982	XTRX 075984
XTRX 075985	XTRX 075986	XTRX 075987	XTRX 075988	XTRX 075989	XTRX 075991
XTRX 075992	XTRX 075993	XTRX 075995	XTRX 076001	XTRX 076002	XTRX 076003
XTRX 076004	XTRX 076005	XTRX 076006	XTRX 076011	XTRX 076013	XTRX 076017
XTRX 076018	XTRX 076019	XTRX 076020	XTRX 076021	XTRX 076023	XTRX 076026
XTRX 076027	XTRX 076028	XTRX 076029	XTRX 076030	XTRX 076031	XTRX 076032
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XTRX 076041	XTRX 076042	XTRX 076043	XTRX 076045	XTRX 076046	XTRX 076047
XTRX 076048	XTRX 076049	XTRX 076050	XTRX 076051	XTRX 076052	XTRX 076053
XTRX 076054	XTRX 076055	XTRX 076056	XTRX 076057	XTRX 076058	XTRX 076059
XTRX 076060	XTRX 076061	XTRX 076062	XTRX 076063	XTRX 076064	XTRX 076065
XTRX 076066	XTRX 076067	XTRX 076068	XTRX 076069	XTRX 076070	XTRX 076072
XTRX 076073	XTRX 076074	XTRX 076075	XTRX 076077	XTRX 076078	XTRX 076079
XTRX 076080	XTRX 076081	XTRX 076082	XTRX 076191	XTRX 076192	XTRX 076195
XTRX 076197	XTRX 076199	XTRX 076200	XTRX 076201	XTRX 076202	XTRX 076203
XTRX 076204	XTRX 076208	XTRX 076209	XTRX 076210	XTRX 076213	XTRX 076215
XTRX 076216	XTRX 076217	XTRX 076218	XTRX 076220	XTRX 076223	XTRX 076225
XTRX 076228	XTRX 076230	XTRX 076231	XTRX 076238	XTRX 076250	XTRX 076251
XTRX 076253	XTRX 076254	XTRX 076255	XTRX 076256	XTRX 076257	XTRX 076258
XTRX 076260	XTRX 076261	XTRX 076262	XTRX 076264	XTRX 076266	XTRX 076267
XTRX 076269	XTRX 076270	XTRX 076274	XTRX 076276	XTRX 076279	XTRX 076281
XTRX 076287	XTRX 076288	XTRX 076290	XTRX 076294	XTRX 076297	XTRX 076299
XTRX 076300	XTRX 076303	XTRX 076304	XTRX 076305	XTRX 076308	XTRX 076310
XTRX 076312	XTRX 076313	XTRX 076314	XTRX 076315	XTRX 076316	XTRX 076317
XTRX 076323	XTRX 076324	XTRX 076327	XTRX 076328	XTRX 076329	XTRX 076331
XTRX 076332	XTRX 076333	XTRX 076336	XTRX 076338	XTRX 076340	XTRX 076341
XTRX 076343	XTRX 076346	XTRX 076348	XTRX 076352	XTRX 076356	XTRX 076357
XTRX 076359	XTRX 076364	XTRX 076365	XTRX 076368	XTRX 076369	XTRX 076370
XTRX 076375	XTRX 076376	XTRX 076379	XTRX 076388	XTRX 076393	XTRX 076394
XTRX 076395	XTRX 076397	XTRX 076398	XTRX 076406	XTRX 076409	XTRX 076411
XTRX 076412	XTRX 076414	XTRX 076415	XTRX 076416	XTRX 076424	XTRX 076426
XTRX 076436	XTRX 076437	XTRX 076438	XTRX 076439	XTRX 076441	XTRX 076445
XTRX 076446	XTRX 076451	XTRX 076453	XTRX 076456	XTRX 076459	XTRX 076460
XTRX 076461	XTRX 076464	XTRX 076465	XTRX 076467	XTRX 076468	XTRX 076470
XTRX 076471	XTRX 076472	XTRX 076473	XTRX 076474	XTRX 076475	XTRX 076476
XTRX 076478	XTRX 076482				

Purchase Agreement: Letter order of Itel Corporation, dated November 30, 1978 accepted December 11, 1978, by Richmond Tank Company, as amended, and as assigned to XTRA, Inc. pursuant to an Assignment, Assumption of Liabilities and Release Agreement, dated as of October 25, 1979, among Itel Corporation, XTRA, Inc. and Richmond Tank Car Company.

MANUFACTURER: PORTEC, INC.

NUMBER OF CARS: 404

IDENTIFYING MARKS:

CAGY 076816	CAGY 076933	IRRC 076698	IRRC 076778	IRRC 076808	TXNW 047207
TXNW 047209	TXNW 047211	TXNW 047222	TXNW 047234	TXNW 047237	TXNW 047238
TXNW 047244	TXNW 047247	TXNW 047256	TXNW 047262	TXNW 047264	TXNW 047266
TXNW 047280	TXNW 047281	TXNW 047284	TXNW 047288	TXNW 047293	TXNW 047298
TXNW 047340	TXNW 047356	TXNW 047365	TXNW 047378	TXNW 047379	TXNW 047380
TXNW 047386	TXNW 047393	TXNW 047395	TXNW 047396	TXNW 076580	TXNW 076594
TXNW 076606	TXNW 076611	TXNW 076616	TXNW 076620	TXNW 076622	TXNW 076625
TXNW 076630	TXNW 076632	TXNW 076637	TXNW 076640	TXNW 076641	TXNW 076643
TXNW 076646	TXNW 076647	TXNW 076648	TXNW 076649	TXNW 076654	TXNW 076656
TXNW 076658	TXNW 076663	TXNW 076683	TXNW 076688	TXNW 076692	TXNW 076701
TXNW 076702	TXNW 076703	TXNW 076709	TXNW 076710	TXNW 076711	TXNW 076718
TXNW 076721	TXNW 076723	TXNW 076725	TXNW 076726	TXNW 076728	TXNW 076732
TXNW 076733	TXNW 076734	TXNW 076735	TXNW 076747	TXNW 076750	TXNW 076752
TXNW 076763	TXNW 076847	TXNW 076851	TXNW 076855	TXNW 076859	TXNW 076860
TXNW 076861	TXNW 076862	TXNW 076865	TXNW 076868	TXNW 076869	TXNW 076872
TXNW 076873	TXNW 076874	TXNW 076876	TXNW 076877	TXNW 076878	TXNW 076886
TXNW 076887	TXNW 076890	TXNW 076900	TXNW 076904	TXNW 076913	TXNW 076914
TXNW 076915	TXNW 076923	TXNW 076926	TXNW 076927	TXNW 076928	XTRX 047200
XTRX 047202	XTRX 047203	XTRX 047204	XTRX 047205	XTRX 047206	XTRX 047208
XTRX 047210	XTRX 047213	XTRX 047215	XTRX 047216	XTRX 047217	XTRX 047218
XTRX 047219	XTRX 047220	XTRX 047223	XTRX 047224	XTRX 047226	XTRX 047227
XTRX 047229	XTRX 047230	XTRX 047233	XTRX 047235	XTRX 047236	XTRX 047239
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XTRX 047252	XTRX 047253	XTRX 047254	XTRX 047255	XTRX 047258	XTRX 047260
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XTRX 047308	XTRX 047335	XTRX 047336	XTRX 047337	XTRX 047338	XTRX 047339
XTRX 047341	XTRX 047343	XTRX 047344	XTRX 047345	XTRX 047346	XTRX 047347
XTRX 047348	XTRX 047349	XTRX 047350	XTRX 047351	XTRX 047352	XTRX 047353
XTRX 047355	XTRX 047357	XTRX 047359	XTRX 047360	XTRX 047361	XTRX 047363
XTRX 047371	XTRX 047381	XTRX 047383	XTRX 047384	XTRX 047387	XTRX 047388
XTRX 047389	XTRX 047390	XTRX 047391	XTRX 047392	XTRX 047394	XTRX 047398
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XTRX 076585	XTRX 076586	XTRX 076587	XTRX 076589	XTRX 076590	XTRX 076591
XTRX 076592	XTRX 076634	XTRX 076693	XTRX 076694	XTRX 076695	XTRX 076696
XTRX 076697	XTRX 076699	XTRX 076700	XTRX 076704	XTRX 076705	XTRX 076706
XTRX 076707	XTRX 076708	XTRX 076712	XTRX 076713	XTRX 076714	XTRX 076715
XTRX 076716	XTRX 076717	XTRX 076719	XTRX 076720	XTRX 076722	XTRX 076724
XTRX 076727	XTRX 076729	XTRX 076730	XTRX 076731	XTRX 076736	XTRX 076738
XTRX 076742	XTRX 076743	XTRX 076746	XTRX 076748	XTRX 076758	XTRX 076760
XTRX 076766	XTRX 076767	XTRX 076768	XTRX 076769	XTRX 076770	XTRX 076775
XTRX 076776	XTRX 076777	XTRX 076779	XTRX 076780	XTRX 076781	XTRX 076782
XTRX 076783	XTRX 076784	XTRX 076785	XTRX 076786	XTRX 076787	XTRX 076788

XTRX 076789	XTRX 076790	XTRX 076791	XTRX 076792	XTRX 076793	XTRX 076794
XTRX 076795	XTRX 076796	XTRX 076797	XTRX 076798	XTRX 076799	XTRX 076800
XTRX 076801	XTRX 076802	XTRX 076803	XTRX 076804	XTRX 076805	XTRX 076806
XTRX 076807	XTRX 076809	XTRX 076810	XTRX 076811	XTRX 076812	XTRX 076814
XTRX 076815	XTRX 076817	XTRX 076818	XTRX 076819	XTRX 076820	XTRX 076821
XTRX 076822	XTRX 076823	XTRX 076824	XTRX 076825	XTRX 076826	XTRX 076827
XTRX 076828	XTRX 076829	XTRX 076830	XTRX 076831	XTRX 076832	XTRX 076833
XTRX 076834	XTRX 076835	XTRX 076836	XTRX 076837	XTRX 076838	XTRX 076839
XTRX 076858	XTRX 076863	XTRX 076864	XTRX 076866	XTRX 076867	XTRX 076870
XTRX 076871	XTRX 076875	XTRX 076879	XTRX 076880	XTRX 076881	XTRX 076882
XTRX 076883	XTRX 076884	XTRX 076885	XTRX 076888	XTRX 076889	XTRX 076891
XTRX 076892	XTRX 076893	XTRX 076894	XTRX 076895	XTRX 076896	XTRX 076897
XTRX 076898	XTRX 076899	XTRX 076901	XTRX 076902	XTRX 076903	XTRX 076905
XTRX 076906	XTRX 076907	XTRX 076908	XTRX 076909	XTRX 076910	XTRX 076911
XTRX 076912	XTRX 076916	XTRX 076917	XTRX 076918	XTRX 076919	XTRX 076920
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XTRX 076931	XTRX 076932	XTRX 076934	XTRX 076935	XTRX 076936	XTRX 076937
XTRX 076938	XTRX 076939	XTRX 076940	XTRX 076941	XTRX 076942	XTRX 076943
XTRX 076944	XTRX 076945	XTRX 076946	XTRX 076947	XTRX 076948	XTRX 076949
XTRX 076950	XTRX 076951	XTRX 076952	XTRX 076953	XTRX 076954	XTRX 076955
XTRX 076956	XTRX 076957	XTRX 076958	XTRX 076959	XTRX 076960	XTRX 076961
XTRX 076963	XTRX 076964	XTRX 076966	XTRX 076968	XTRX 076969	XTRX 076970
XTRX 076971	XTRX 076973	XTRX 076974	XTRX 076975	XTRX 076976	XTRX 076977
XTRX 076981	XTRX 076982				

Purchase Agreement: XTRA, Inc. Equipment Purchase Order E-2064, dated November 3, 1979, accepted November 3, 1979 by Railcar Division of Portec, Inc.

MANUFACTURER: FMC CORPORATION
MARINE AND RAIL EQUIPMENT DIVISION

NUMBER OF CARS: 87

IDENTIFYING MARKS:

ATLT 076983	ATLT 077013	ATLT 077021	ATLT 077025	ATLT 077026	ATLT 077031
ATLT 077037	ATLT 077041	ATLT 077042	ATLT 077071	ATLT 077073	MSDR 076987
MSDR 076991	MSDR 076993	MSDR 077043	MSDR 077069	XTRX 076984	XTRX 076985
XTRX 076986	XTRX 076988	XTRX 076989	XTRX 076990	XTRX 076992	XTRX 076994
XTRX 076996	XTRX 076997	XTRX 076998	XTRX 076999	XTRX 077010	XTRX 077011
XTRX 077012	XTRX 077014	XTRX 077015	XTRX 077016	XTRX 077017	XTRX 077018
XTRX 077019	XTRX 077022	XTRX 077023	XTRX 077024	XTRX 077027	XTRX 077028
XTRX 077030	XTRX 077032	XTRX 077033	XTRX 077034	XTRX 077035	XTRX 077036
XTRX 077038	XTRX 077039	XTRX 077040	XTRX 077044	XTRX 077045	XTRX 077046
XTRX 077047	XTRX 077048	XTRX 077049	XTRX 077050	XTRX 077051	XTRX 077052
XTRX 077053	XTRX 077054	XTRX 077055	XTRX 077056	XTRX 077057	XTRX 077058
XTRX 077059	XTRX 077060	XTRX 077061	XTRX 077062	XTRX 077063	XTRX 077064
XTRX 077065	XTRX 077066	XTRX 077067	XTRX 077068	XTRX 077070	XTRX 077072
XTRX 077074	XTRX 077075	XTRX 077076	XTRX 077077	XTRX 077078	XTRX 077079
XTRX 077080	XTRX 077081	XTRX 077082			

Purchase Agreement: XTRA, Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.