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December 15, 1988

RICHARD J. MELNICK**
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MARYLAND OFFICE

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*NOT ADMITTED IN D.C.
**ADMITTED IN MD.

INTERSTATE COMMERCE COMMISSION

No. 8-350A120

DEC 15 1988 2:00 PM

Date DEC 15 1988

RECORDATION NO. 1 6074

Fee \$ 13.00

DELIVERED BY HAND

ICC Washington, D.C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

DEC 15 1988 1:50 PM

RECORDATION NO. 1 6074-9

Dear Ms. McGee:

I have enclosed two originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a Lease of Railroad Equipment, a primary document, dated as of December 1, 1988, which includes Lease Supplement No. 1, dated December 15, 1988.

The names and addresses of the parties to the document are as follows:

Lessor: Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

Lessee: National Railroad Passenger Corporation
400 N. Capitol Street, N.W.
Washington, D.C. 20001

Counterspart - Mr. S. Morant

DEC 15 1 47 PM '88

Ms. Noreta R. McGee

-2-

December 15, 1988

A description of the equipment covered by the document follows:

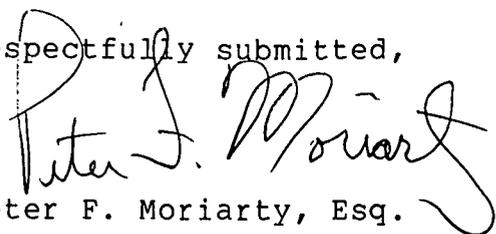
Five (5) AEM-7 electric locomotives, bearing National Railroad Passenger Corporation (Amtrak) road numbers 947-951, consecutively.

A check made payable to the Commission in the amount of \$13.00 is enclosed for the fee. Please return one original to: Peter F. Moriarty, Weiner, McCaffrey, Brodsky & Kaplan, P.C., 1350 New York Avenue, N.W., Suite 800, Washington, D.C. 20005.

A short summary of the document to appear in the index follows:

Lease of Railroad Equipment, dated as of December 1, 1988, as it pertains to those five AEM-7 electric locomotives (out of a total of seven such locomotives) bearing National Railroad Passenger Corporation (Amtrak) road numbers 947-951.

Respectfully submitted,


Peter F. Moriarty, Esq.

Enclosures

JCS/lr/0454P/8231

LEASE SUPPLEMENT NO. 1

DEC 15 1988 6:07 PM
RECORDED & INDEXED
FILED 1425

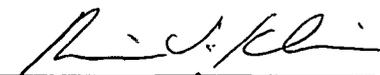
THIS LEASE SUPPLEMENT NO. 1 is dated December 15, 1988 (this "Lease Supplement"), and is executed and delivered to WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as trustee under that certain Trust Agreement, dated as of December 1, 1988, between PacifiCorp Finance, Inc. and such trustee ("Lessor"), by NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Lessee"), pursuant to and in accordance with the Lease of Railroad Equipment dated as of December 1, 1988 between Lessor and Lessee (the "Lease"). Unless otherwise defined herein, capitalized terms in this Lease Supplement are used with the respective meanings specified in Annex A to the Lease.

1. The locomotives covered by this Lease Supplement consist of the items described in Schedule 1 attached hereto (the "Locomotives").
2. Lessee confirms that the Locomotives have been delivered to it and, as between Lessor and Lessee, are in as good working order and condition as when initially delivered, and have been inspected and accepted by Lessee as of the date first set forth above.
3. The Purchase Price of each of the Locomotives is set forth in Schedule 1 attached hereto and the aggregate Purchase Price for such Locomotives is \$18,412,000.
4. The percentages of Basic Rent, Casualty Value and Special Casualty Value for the Locomotives are set forth in Schedules 2, 3 and 4 hereto, respectively.
5. Lessee hereby: (a) confirms that the Locomotives covered hereby are of the size, design, capacity and manufacture selected by it and meet the provisions of the applicable purchase agreement with the Manufacturer with respect thereto, (b) confirms that the Locomotives have been marked in accordance with all of the provisions of Section 5.1 of the Lease, (c) confirms that the Locomotives conform to the modifications, requirements and standards applicable thereto as provided in the Lease, and (d) irrevocably accepts such Locomotives "as-is, where-is" for all purposes of the Lease as of the date first set forth above.
6. By the execution and delivery of this Lease Supplement by Lessee, and the acceptance thereof by Lessor, Lessee and Lessor reaffirm all of the terms, provisions and conditions of the Lease.

7. This Lease Supplement may be executed in several counterparts (or upon separate signature pages bound together into one or more counterparts), such counterparts together constituting but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper or other collateral within the meaning of the Uniform Commercial Code (or other law respecting security interests) as in effect in any applicable jurisdiction, no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the original executed counterpart hereof which shall be identified as the counterpart containing the receipt therefor executed by The Connecticut Bank and Trust Company, National Association, as Indenture Trustee, on or immediately following the signature page hereof.

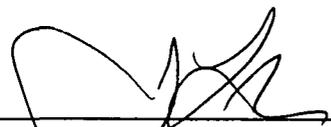
IN WITNESS WHEREOF, Lessee has caused this Lease Supplement to be duly executed by its duly authorized officer as of the date first set forth above.

NATIONAL RAILROAD PASSENGER CORPORATION

By 
Name: Richard I. Klein
Title: Treasurer

Accepted as of the date first set forth above:

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee, except as expressly provided in the Lease

By 
Name: James P. Lawler
Title: Financial Services Officer

District)
) ss.
of Columbia)

On this 14th day of December, 1988, before me personally appeared Richard T. Klein, to me personally known, who, being by me duly sworn, did say that he is a Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION and that the instrument was signed on behalf of such 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 such corporation.

Elaine C. Haynes
Notary Public

My commission expires

My Commission Expires June 30, 1993

District)
) ss.
of Columbia)

On this 14th day of December, 1988, before me personally appeared James P. Lawler, to me personally known, who, being by me duly sworn, did say that he is a Fin Serv Officer of WILMINGTON TRUST COMPANY and that the instrument was signed on behalf of such 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 such corporation.

Elaine C. Haynes
Notary Public

My commission expires

My Commission Expires June 30, 1993

SCHEDULE 1 TO
LEASE SUPPLEMENT NO.1

DESCRIPTION OF LOCOMOTIVES

<u>Manufacturer</u>	<u>Model Number</u>	<u>Type</u>	<u>Manufacturer's Serial No.</u>	<u>Road Number</u>	<u>Purchase Price</u>	<u>Delivery Date</u>
Electro-Motive Division, General Motors Corporation	AEM-7	Electric	876006-1	947	\$3,682,400	December 15, 1988
"	"	"	876006-2	948	"	"
"	"	"	876006-3	949	"	"
"	"	"	876006-4	950	"	"
"	"	"	876006-5	951	"	"
Aggregate Purchase Price					\$18,412,000	

BASIC RENT

Rental factors are expressed as a percentage of the Purchase Price. The Basic Rent due on a Rent Payment Date is equal to the product of the Rent Factor and the Purchase Price for the Locomotive.

<u>Rent Payment Date</u>	<u>Rent Payment Number</u>	<u>Rent Factor (%)</u>
12/30/1988	0	0.250293248
3/30/1989	1	1.971059286
6/30/1989	2	1.971059286
9/30/1989	3	1.971059286
12/30/1989	4	3.014352751
3/30/1990	5	1.944142330
6/30/1990	6	1.944142330
9/30/1990	7	1.944142330
12/30/1990	8	3.095103659
3/30/1991	9	1.914447526
6/30/1991	10	1.914447526
9/30/1991	11	1.914447526
12/30/1991	12	3.184188068
3/30/1992	13	1.881688224
6/30/1992	14	1.881688224
9/30/1992	15	1.881688224
12/30/1992	16	3.282465977
3/30/1993	17	1.845548167
6/30/1993	18	1.845548167
9/30/1993	19	1.845548167
12/30/1993	20	3.390886223
3/30/1994	21	1.805678440
6/30/1994	22	1.805678440
9/30/1994	23	1.805678440
12/30/1994	24	3.510495368
3/30/1995	25	1.761694159
6/30/1995	26	1.761694159
9/30/1995	27	1.761694159
12/30/1995	28	3.642448170
3/30/1996	29	1.713170719
6/30/1996	30	1.713170719
9/30/1996	31	1.713170719
12/30/1996	32	3.788018567
3/30/1997	33	1.659639637
6/30/1997	34	1.837630389
9/30/1997	35	1.837630389
12/30/1997	36	3.592630233

SCHEDULE 2 TO LEASE
SUPPLEMENT NO. 1
Page 2 of 2

<u>Rent Payment Date</u>	<u>Rent Payment Number</u>	<u>Rent Factor (%)</u>
3/30/1998	37	3.398585162
6/30/1998	38	1.981077403
9/30/1998	39	1.773934003
12/30/1998	40	1.773934003
3/30/1999	41	4.880469880
6/30/1999	42	2.275148661
9/30/1999	43	1.877793714
12/30/1999	44	1.877793714
3/30/2000	45	5.473033736
6/30/2000	46	2.238968569
9/30/2000	47	1.810255695
12/30/2000	48	1.388947969
3/30/2001	49	5.660895650
6/30/2001	50	2.208139063
9/30/2001	51	1.747450964
12/30/2001	52	1.294720291
3/30/2002	53	5.864036149
6/30/2002	54	2.173611503
9/30/2002	55	1.679545289
12/30/2002	56	1.194013027
3/30/2003	57	6.198837986
6/30/2003	58	2.136543714
9/30/2003	59	1.492509854
12/30/2003	60	1.083314415
3/30/2004	61	7.412726638
6/30/2004	62	1.612691956
9/30/2004	63	0.942893687
12/30/2004	64	0.942893687
3/30/2005	65	8.681492466
6/30/2005	66	0.743237834
9/30/2005	67	0.743237834
12/30/2005	68	0.743237834
3/30/2006	69	9.347459111
6/30/2006	70	0.521248953
9/30/2006	71	0.521248953
12/30/2006	72	0.521248953
3/30/2007	73	10.087919369
6/30/2007	74	0.274428866
9/30/2007	75	0.274428866
12/30/2007	76	0.274428866
3/30/2008	77	10.911205929
6/30/2008	78	0.000038795
9/30/2008	79	0.000038795
12/30/2008	80	0.000038795

CASUALTY VALUE

Casualty Value
Determination Date

Casualty Value (as a percentage
of the Purchase Price

12/30/88	103.302297%
1/30/89	104.264259%
2/28/89	105.228889%
3/30/89	106.188980%
4/30/89	105.153799%
5/30/89	106.092118%
6/30/89	107.006033%
7/30/89	105.951137%
8/30/89	106.869568%
9/30/89	107.763423%
10/30/89	106.688290%
11/30/89	107.586306%
12/30/89	108.459568%
1/30/90	106.311396%
2/28/90	107.136283%
3/30/90	108.037562%
4/30/90	106.934557%
5/30/90	107.777384%
6/30/90	108.603141%
7/30/90	107.486309%
8/30/90	108.315189%
9/30/90	109.126876%
10/30/90	107.995852%
11/30/90	108.810414%
12/30/90	109.607659%
1/30/91	107.301207%
2/28/91	108.048632%
3/30/91	108.874127%
4/30/91	107.730948%
5/30/91	108.503382%
6/30/91	109.264041%
7/30/91	108.111324%
8/30/91	108.874136%
9/30/91	109.625088%
10/30/91	108.462580%
11/30/91	109.215516%
12/30/91	109.956505%
1/30/92	107.503287%
2/29/92	108.214256%
3/30/92	108.962201%
4/30/92	107.799687%
5/30/92	108.519666%
6/30/92	109.231719%

SCHEDULE 3 TO
LEASE SUPPLEMENT NO. 1
Page 2 of 6

Casualty Value
Determination Date

Casualty Value (as a percentage
of the Purchase Price

7/30/92	108.062827%
8/30/92	108.776371%
9/30/92	109.481934%
10/30/92	108.306494%
11/30/92	109.013434%
12/30/92	109.712335%
1/30/93	107.117350%
2/28/93	107.764452%
3/30/93	108.490333%
4/30/93	107.321692%
5/30/93	107.999138%
6/30/93	108.668558%
7/30/93	107.492904%
8/30/93	108.163277%
9/30/93	108.825561%
10/30/93	107.642709%
11/30/93	108.305820%
12/30/93	108.960779%
1/30/94	106.211910%
2/28/94	106.814152%
3/30/94	107.493191%
4/30/94	106.318358%
5/30/94	106.949458%
6/30/94	107.572422%
7/30/94	106.389893%
8/30/94	107.013228%
9/30/94	107.628360%
10/30/94	106.437929%
11/30/94	107.053294%
12/30/94	107.660386%
1/30/95	104.742367%
2/28/95	105.295740%
3/30/95	105.923728%
4/30/95	104.749265%
5/30/95	105.336496%
6/30/95	105.923728%
7/30/95	104.749265%
8/30/95	105.336496%
9/30/95	105.923728%
10/30/95	104.749265%
11/30/95	105.336496%
12/30/95	105.923728%
1/30/96	102.852336%
2/29/96	103.404358%
3/30/96	103.994450%
4/30/96	102.852337%

Casualty Value
Determination Date

Casualty Value (as a percentage
of the Purchase Price

5/30/96	103.423393%
6/30/96	103.994450%
7/30/96	102.852337%
8/30/96	103.423393%
9/30/96	103.994450%
10/30/96	102.852337%
11/30/96	103.423393%
12/30/96	103.994450%
1/30/97	100.759645%
2/28/97	101.275977%
3/30/97	101.866071%
4/30/97	100.759645%
5/30/97	101.312858%
6/30/97	101.866071%
7/30/97	100.581654%
8/30/97	101.134867%
9/30/97	101.688081%
10/30/97	100.403663%
11/30/97	100.956877%
12/30/97	101.510090%
1/30/98	98.455580%
2/28/98	98.957825%
3/30/98	99.531820%
4/30/98	96.659502%
5/30/98	97.185794%
6/30/98	97.709251%
7/30/98	96.251629%
8/30/98	96.775086%
9/30/98	97.298542%
10/30/98	96.048064%
11/30/98	96.571520%
12/30/98	97.094976%
1/30/99	95.844498%
2/28/99	96.333058%
3/30/99	96.891411%
4/30/99	92.512101%
5/30/99	93.013308%
6/30/99	93.509075%
7/30/99	91.729694%
8/30/99	92.225462%
9/30/99	92.721229%
10/30/99	91.339203%
11/30/99	91.834970%
12/30/99	92.330738%
1/30/00	90.948711%
2/29/00	91.427953%

SCHEDULE 3 TO
LEASE SUPPLEMENT NO. 1
Page 4 of 6

Casualty Value
Determination Date

Casualty Value (as a percentage
of the Purchase Price

3/30/00	91.940246%
4/30/00	86.936013%
5/30/00	87.404865%
6/30/00	87.867847%
7/30/00	86.091861%
8/30/00	86.554844%
9/30/00	87.017827%
10/30/00	85.670554%
11/30/00	86.133536%
12/30/00	86.602337%
1/30/01	85.682241%
2/28/01	86.120278%
3/30/01	86.614127%
4/30/01	81.391056%
5/30/01	81.828937%
6/30/01	82.260510%
7/30/01	80.483944%
8/30/01	80.915518%
9/30/01	81.347091%
10/30/01	80.031214%
11/30/01	80.462787%
12/30/01	80.900613%
1/30/02	80.043772%
2/28/02	80.452936%
3/30/02	80.913281%
4/30/02	75.453955%
5/30/02	75.858723%
6/30/02	76.256727%
7/30/02	74.481120%
8/30/02	74.879124%
9/30/02	75.277128%
10/30/02	73.995587%
11/30/02	74.393592%
12/30/02	74.798301%
1/30/03	74.009056%
2/28/03	74.387350%
3/30/03	74.811888%
4/30/03	68.981364%
5/30/03	69.349741%
6/30/03	69.710845%
7/30/03	67.935406%
8/30/03	68.296511%
9/30/03	68.659174%
10/30/03	67.529341%
11/30/03	67.892031%
12/30/03	68.261944%

Casualty Value
Determination Date

Casualty Value (as a percentage
of the Purchase Price

1/30/04	67.548620%
2/29/04	67.906651%
3/30/04	68.279793%
4/30/04	61.189180%
5/30/04	61.511362%
6/30/04	61.832179%
7/30/04	60.540361%
8/30/04	60.861293%
9/30/04	61.190098%
10/30/04	60.576137%
11/30/04	60.905197%
12/30/04	61.242203%
1/30/05	60.636513%
2/28/05	60.952965%
3/30/05	61.314999%
4/30/05	52.916920%
5/30/05	53.200646%
6/30/05	53.493337%
7/30/05	53.043184%
8/30/05	53.336665%
9/30/05	53.639198%
10/30/05	53.198972%
11/30/05	53.502467%
12/30/05	53.815101%
1/30/06	53.385065%
2/28/06	53.682323%
3/30/06	54.017036%
4/30/06	44.924032%
5/30/06	45.179193%
6/30/06	45.444704%
7/30/06	45.189768%
8/30/06	45.456892%
9/30/06	45.734470%
10/30/06	45.491707%
11/30/06	45.771111%
12/30/06	46.061076%
1/30/07	45.830809%
2/28/07	46.111233%
3/30/07	46.420142%
4/30/07	36.559091%
5/30/07	36.787144%
6/30/07	37.027127%
7/30/07	36.993980%
8/30/07	37.236573%
9/30/07	37.491223%
10/30/07	37.472871%

Casualty Value
Determination Date

Casualty Value (as a percentage
of the Purchase Price

11/30/07	37.730389%
12/30/07	38.000094%
1/30/08	37.996930%
2/29/08	38.266719%
3/30/08	38.548964%
4/30/08	27.873080%
5/30/08	28.110462%
6/30/08	28.395880%
7/30/08	28.683796%
8/30/08	28.974231%
9/30/08	29.313168%
10/30/08	29.655070%
11/30/08	29.999964%
12/30/08	30.000000%

SPECIAL CASUALTY VALUE

<u>Special Casualty Value Determination Date</u>	<u>Column A (Section 6.9)</u>	<u>Column B (Section 6.10(ii))</u>	<u>Column C (Debt Balance)¹</u>
12/30/88	42.904650%	26.904650%	76.397647%
1/30/89	43.209592%	27.209592%	77.054667%
2/28/89	43.517203%	27.517203%	77.711687%
3/30/89	45.791333%	29.791333%	76.397647%
4/30/89	44.099132%	28.099132%	77.054667%
5/30/89	44.380431%	28.380431%	77.711687%
6/30/89	46.608386%	30.608386%	76.397647%
7/30/89	44.896470%	28.896470%	77.054667%
8/30/89	45.157882%	29.157882%	77.711687%
9/30/89	47.365775%	31.365775%	76.397647%
10/30/89	45.633623%	29.633623%	77.054667%
11/30/89	45.874620%	29.874620%	77.711687%
12/30/89	49.105214%	33.105214%	75.354354%
1/30/90	46.308995%	30.308995%	76.002401%
2/28/90	46.529037%	30.529037%	76.607246%
3/30/90	48.683208%	32.683208%	75.354354%
4/30/90	46.932156%	30.932156%	76.002401%
5/30/90	47.126936%	31.126936%	76.650449%
6/30/90	49.248787%	33.248787%	75.354354%
7/30/90	47.483908%	31.483908%	76.002401%
8/30/90	47.664741%	31.664741%	76.650449%
9/30/90	49.772522%	33.772522%	75.354354%
10/30/90	47.993450%	31.993450%	76.002401%
11/30/90	48.159966%	32.159966%	76.650449%
12/30/90	51.404266%	35.404266%	74.203392%
1/30/91	48.459665%	32.459665%	74.841542%
2/28/91	48.611484%	32.611484%	75.437148%
3/30/91	50.670735%	34.670735%	74.203392%
4/30/91	48.889407%	32.889407%	74.841542%
5/30/91	49.023691%	33.023691%	75.479691%
6/30/91	51.060648%	35.060648%	74.203392%
7/30/91	49.269782%	33.269782%	74.841542%
8/30/91	49.394445%	33.394445%	75.479691%
9/30/91	51.421696%	35.421696%	74.203392%
10/30/91	49.621039%	33.621039%	74.841542%
11/30/91	49.735825%	33.735825%	75.479691%
12/30/91	53.022853%	37.022853%	72.933652%

¹On non-Rent Payment Dates, Column C (Debt Balance) includes interest accrued through Special Casualty Value Determination Date. On Rent Payment Dates, accrued interest is included in Columns A and B.

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<u>Special Casualty Value Determination Date</u>	<u>Column A (Section 6.9)</u>	<u>Column B (Section 6.10(ii))</u>	<u>Column C (Debt Balance)¹</u>
1/30/92	49.942405%	33.942405%	73.560881%
2/29/92	50.047053%	34.047053%	74.167203%
3/30/92	52.028549%	36.028549%	72.933652%
4/30/92	50.238806%	34.238806%	73.560881%
5/30/92	50.331555%	34.331555%	74.188111%
6/30/92	52.298067%	36.298067%	72.933652%
7/30/92	50.501945%	34.501945%	73.560881%
8/30/92	50.588260%	34.588260%	74.188111%
9/30/92	52.548282%	36.548282%	72.933652%
10/30/92	50.745613%	34.745613%	73.560881%
11/30/92	50.825324%	34.825324%	74.188111%
12/30/92	54.179461%	38.179461%	71.532874%
1/30/93	50.969293%	34.969293%	72.148057%
2/28/93	51.042225%	35.042225%	72.722227%
3/30/93	52.957459%	36.957459%	71.532874%
4/30/93	51.173635%	35.173635%	72.148057%
5/30/93	51.235899%	35.235899%	72.763240%
6/30/93	53.135684%	37.135684%	71.532874%
7/30/93	51.344847%	35.344847%	72.148057%
8/30/93	51.400037%	35.400037%	72.763240%
9/30/93	53.292687%	37.292687%	71.532874%
10/30/93	51.494652%	35.494652%	72.148057%
11/30/93	51.542580%	35.542580%	72.763240%
12/30/93	54.973243%	38.973243%	69.987536%
1/30/94	51.622481%	35.622481%	70.589429%
2/28/94	51.662957%	35.662957%	71.151196%
3/30/94	53.505655%	37.505655%	69.987536%
4/30/94	51.728930%	35.728930%	70.589429%
5/30/94	51.758136%	35.758136%	71.191322%
6/30/94	53.584886%	37.584886%	69.987536%
7/30/94	51.800464%	35.800464%	70.589429%
8/30/94	51.821906%	35.821906%	71.191322%
9/30/94	53.640823%	37.640823%	69.987536%
10/30/94	51.848500%	35.848500%	70.589429%
11/30/94	51.861972%	35.861972%	71.191322%
12/30/94	55.377667%	39.377667%	68.282719%
1/30/95	51.872416%	35.872416%	68.869951%
2/28/95	51.877707%	35.877707%	69.418033%
3/30/95	53.641009%	37.641009%	68.282719%
4/30/95	51.879314%	35.879314%	68.869951%

¹On non-Rent Payment Dates, Column C (Debt Balance) includes interest accrued through Special Casualty Value Determination Date. On Rent Payment Dates, accrued interest is included in Columns A and B.

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<u>Special Casualty Value Determination Date</u>	<u>Column A (Section 6.9)</u>	<u>Column B (Section 6.10(ii))</u>	<u>Column C (Debt Balance)¹</u>
5/30/95	51.879314%	35.879314%	69.457182%
6/30/95	53.641009%	37.641009%	68.282719%
7/30/95	51.879314%	35.879314%	68.869951%
8/30/95	51.879314%	35.879314%	69.457182%
9/30/95	53.641009%	37.641009%	68.282719%
10/30/95	51.879314%	35.879314%	68.869951%
11/30/95	51.879314%	35.879314%	69.457182%
12/30/95	55.521763%	39.521763%	66.401965%
1/30/96	51.879314%	35.879314%	66.973022%
2/29/96	51.879314%	35.879314%	67.525044%
3/30/96	53.592485%	37.592485%	66.401965%
4/30/96	51.879314%	35.879314%	66.973022%
5/30/96	51.879314%	35.879314%	67.544079%
6/30/96	53.592485%	37.592485%	66.401965%
7/30/96	51.879314%	35.879314%	66.973022%
8/30/96	51.879314%	35.879314%	67.544079%
9/30/96	53.592485%	37.592485%	66.401965%
10/30/96	51.879314%	35.879314%	66.973022%
11/30/96	51.879314%	35.879314%	67.544079%
12/30/96	55.667333%	39.667333%	64.327117%
1/30/97	51.879314%	35.879314%	64.880331%
2/28/97	51.879314%	35.879314%	65.396663%
3/30/97	53.538954%	37.538954%	64.327117%
4/30/97	51.879314%	35.879314%	64.880331%
5/30/97	51.879314%	35.879314%	65.433544%
6/30/97	53.538954%	37.538954%	64.327117%
7/30/97	51.701324%	35.701324%	64.880331%
8/30/97	51.701324%	35.701324%	65.433544%
9/30/97	53.360963%	37.360963%	64.327117%
10/30/97	51.523333%	35.523333%	64.880331%
11/30/97	51.523333%	35.523333%	65.433544%
12/30/97	54.937972%	38.937972%	62.572117%
1/30/98	51.345342%	35.345342%	63.110238%
2/28/98	51.345342%	35.345342%	63.612483%
3/30/98	54.664820%	38.664820%	60.867000%
4/30/98	51.269046%	35.269046%	61.390456%
5/30/98	51.271882%	35.271882%	61.913912%
6/30/98	52.842250%	36.842250%	60.867000%
7/30/98	50.861173%	34.861173%	61.390456%
8/30/98	50.861173%	34.861173%	61.913912%

¹On non-Rent Payment Dates, Column C (Debt Balance) includes interest accrued through Special Casualty Value Determination Date. On Rent Payment Dates, accrued interest is included in Columns A and B.

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<u>Special Casualty Value Determination Date</u>	<u>Column A (Section 6.9)</u>	<u>Column B (Section 6.10(ii))</u>	<u>Column C (Debt Balance)¹</u>
9/30/98	52.431542%	36.431542%	60.867000%
10/30/98	50.657608%	34.657608%	61.390456%
11/30/98	50.657608%	34.657608%	61.913912%
12/30/98	52.227976%	36.227976%	60.867000%
1/30/99	50.454042%	34.454042%	61.390456%
2/28/99	50.454042%	34.454042%	61.879015%
3/30/99	55.244038%	39.244038%	57.647372%
4/30/99	50.368961%	34.368961%	58.143140%
5/30/99	50.374401%	34.374401%	58.638907%
6/30/99	51.861703%	35.861703%	57.647372%
7/30/99	49.586554%	33.586554%	58.143140%
8/30/99	49.586554%	33.586554%	58.638907%
9/30/99	51.073857%	35.073857%	57.647372%
10/30/99	49.196063%	33.196063%	58.143140%
11/30/99	49.196063%	33.196063%	58.638907%
12/30/99	50.683365%	34.683365%	57.647372%
1/30/00	48.805571%	32.805571%	58.143140%
2/29/00	48.805571%	32.805571%	58.622382%
3/30/00	54.105053%	38.105053%	53.835193%
4/30/00	48.637838%	32.637838%	54.298175%
5/30/00	48.643707%	32.643707%	54.761158%
6/30/00	50.032655%	34.032655%	53.835193%
7/30/00	47.793686%	31.793686%	54.298175%
8/30/00	47.793686%	31.793686%	54.761158%
9/30/00	49.182634%	33.182634%	53.835193%
10/30/00	47.372378%	31.372378%	54.298175%
11/30/00	47.372378%	31.372378%	54.761158%
12/30/00	48.767144%	32.767144%	53.835193%
1/30/01	47.384065%	31.384065%	54.298175%
2/28/01	47.389986%	31.389986%	54.730293%
3/30/01	52.431169%	36.431169%	50.182957%
4/30/01	46.776526%	30.776526%	50.614531%
5/30/01	46.782832%	30.782832%	51.046104%
6/30/01	48.077553%	32.077553%	50.182957%
7/30/01	45.869414%	29.869414%	50.614531%
8/30/01	45.869414%	29.869414%	51.046104%
9/30/01	47.164134%	31.164134%	50.182957%
10/30/01	45.416683%	29.416683%	50.614531%
11/30/01	45.416683%	29.416683%	51.046104%
12/30/01	46.717655%	30.717655%	50.182957%

¹On non-Rent Payment Dates, Column C (Debt Balance) includes interest accrued through Special Casualty Value Determination Date. On Rent Payment Dates, accrued interest is included in Columns A and B.

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<u>Special Casualty Value Determination Date</u>	<u>Column A (Section 6.9)</u>	<u>Column B (Section 6.10(ii))</u>	<u>Column C (Debt Balance)¹</u>
1/30/02	45.429242%	29.429242%	50.614531%
2/28/02	45.435604%	29.435604%	51.017333%
3/30/02	50.633707%	34.633707%	46.279574%
4/30/02	44.776376%	28.776376%	46.677579%
5/30/02	44.783140%	28.783140%	47.075583%
6/30/02	45.977153%	29.977153%	46.279574%
7/30/02	43.803541%	27.803541%	46.677579%
8/30/02	43.803541%	27.803541%	47.075583%
9/30/02	44.997554%	28.997554%	46.279574%
10/30/02	43.318009%	27.318009%	46.677579%
11/30/02	43.318009%	27.318009%	47.075583%
12/30/02	44.518727%	28.518727%	46.279574%
1/30/03	43.331478%	27.331478%	46.677579%
2/28/03	43.338301%	27.338301%	47.049049%
3/30/03	48.822957%	32.822957%	41.988931%
4/30/03	42.631328%	26.631328%	42.350036%
5/30/03	42.638600%	26.638600%	42.711140%
6/30/03	43.721915%	27.721915%	41.988931%
7/30/03	41.585371%	25.585371%	42.350036%
8/30/03	41.585371%	25.585371%	42.711140%
9/30/03	42.670243%	26.670243%	41.988931%
10/30/03	41.179305%	25.179305%	42.350036%
11/30/03	41.180891%	25.180891%	42.711140%
12/30/03	42.273013%	26.273013%	41.988931%
1/30/04	41.198585%	25.198585%	42.350036%
2/29/04	41.207548%	25.207548%	42.699104%
3/30/04	47.733526%	31.733526%	36.546267%
4/30/04	40.328615%	24.328615%	36.860565%
5/30/04	40.336499%	24.336499%	37.174863%
6/30/04	41.285912%	25.285912%	36.546267%
7/30/04	39.679796%	23.679796%	36.860565%
8/30/04	39.686430%	23.686430%	37.174863%
9/30/04	40.643831%	24.643831%	36.546267%
10/30/04	39.715572%	23.715572%	36.860565%
11/30/04	39.730334%	23.730334%	37.174863%
12/30/04	40.695936%	24.695936%	36.546267%
1/30/05	39.775948%	23.775948%	36.860565%
2/28/05	39.799055%	23.799055%	37.153910%
3/30/05	48.507330%	32.507330%	28.807669%
4/30/05	39.861505%	23.861505%	29.055415%

¹On non-Rent Payment Dates, Column C (Debt Balance) includes interest accrued through Special Casualty Value Determination Date. On Rent Payment Dates, accrued interest is included in Columns A and B.

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Special Casualty Value Determination Date	Column A (Section 6.9)	Column B (Section 6.10(ii))	Column C (Debt Balance) ¹
5/30/05	39.897485%	23.897485%	29.303161%
6/30/05	40.685668%	24.685668%	28.807669%
7/30/05	39.987769%	23.987769%	29.055415%
8/30/05	40.033505%	24.033505%	29.303161%
9/30/05	40.831529%	24.831529%	28.807669%
10/30/05	40.143557%	24.143557%	29.055415%
11/30/05	40.199307%	24.199307%	29.303161%
12/30/05	41.007432%	25.007432%	28.807669%
1/30/06	40.329650%	24.329650%	29.055415%
2/28/06	40.395679%	24.395679%	29.286644%
3/30/06	49.813589%	33.813589%	20.203447%
4/30/06	40.546835%	24.546835%	20.377197%
5/30/06	40.628246%	24.628246%	20.550947%
6/30/06	41.241256%	25.241256%	20.203447%
7/30/06	40.812571%	24.812571%	20.377197%
8/30/06	40.905945%	24.905945%	20.550947%
9/30/06	41.531022%	25.531022%	20.203447%
10/30/06	41.114510%	25.114510%	20.377197%
11/30/06	41.220164%	25.220164%	20.550947%
12/30/06	41.857628%	25.857628%	20.203447%
1/30/07	41.453611%	25.453611%	20.377197%
2/28/07	41.571869%	25.571869%	20.539363%
3/30/07	51.783365%	35.783365%	10.636777%
4/30/07	41.830838%	25.830838%	10.728253%
5/30/07	41.967414%	25.967414%	10.819730%
6/30/07	42.390350%	26.390350%	10.636777%
7/30/07	42.265727%	26.265727%	10.728253%
8/30/07	42.416843%	26.416843%	10.819730%
9/30/07	42.854446%	26.854446%	10.636777%
10/30/07	42.744618%	26.744618%	10.728253%
11/30/07	42.910659%	26.910659%	10.819730%
12/30/07	43.363317%	27.363317%	10.636777%
1/30/08	43.268677%	27.268677%	10.728253%
2/29/08	43.450039%	27.450039%	10.816680%
3/30/08	54.548964%	38.548964%	0.000000%
4/30/08	43.873080%	27.873080%	0.000000%
5/30/08	44.110462%	28.110462%	0.000000%
6/30/08	44.395880%	28.395880%	0.000000%
7/30/08	44.683796%	28.683796%	0.000000%
8/30/08	44.974231%	28.974231%	0.000000%

¹On non-Rent Payment Dates, Column C (Debt Balance) includes interest accrued through Special Casualty Value Determination Date. On Rent Payment Dates, accrued interest is included in Columns A and B.

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<u>Special Casualty Value Determination Date</u>	<u>Column A (Section 6.9)</u>	<u>Column B (Section 6.10(ii))</u>	<u>Column C (Debt Balance)¹</u>
9/30/08	45.313168%	29.313168%	0.000000%
10/30/08	45.655070%	29.655070%	0.000000%
11/30/08	45.999964%	29.999964%	0.000000%
12/30/08	46.000000%	30.000000%	0.000000%

¹On non-Rent Payment Dates, Column C (Debt Balance) includes interest accrued through Special Casualty Value Determination Date. On Rent Payment Dates, accrued interest is included in Columns A and B.