PEPPER, HAMILTON & SCHEETZ

123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109
215-893-3000

10 SOUTH MARKET SQUARE
HARRISBURG, PA 17108
717-255-1155

100 RENAISSANCE CENTER
DETROIT, MI 48243
313-259-7110

ATTORNEYS AT LAW

1777 F STREET, N.W.
WASHINGTON, D.C. 20006-5203

202-842-8100

TELECOPIER (#485) 202-842-3649
DEX (#3600) 202-842-3644

606 SOUTH OLIVE STREET
LOS ANGELES, CA 90014
213-617-8151

5 GREAT VALLEY PARKWAY
MALVERN, PA 19355
215-251-0777

824 MARKET STREET
WILMINGTON, DE 19801
302-652-2007

WRITER'S DIRECT DIAL NUMBER

(202) 842-8181

RECORDATION NO. 15596-B Filed 1988

RECORDATION NO. 15596-C Filed 1988

MAY 2 1988-2 PM

MAY 2 1988-2 PM INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

NOTE: DOCUMENTS FOR RECORDATION

May 2, 1988

Date 5/2/88
Fee $22.00
Washington, D.C.

Ms. Mildred R. Lee
Chief Recording Officer
Interstate Commerce Commission
Room 2303
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Conrail 1988 Equipment Trust A--Amendment #1 To Primary Documents Recorded Under Recordation Nos. 1-5596 and 1-5596-A

Dear Ms. Lee:

Pursuant to Section 11303 of Title 49 of the U.S. Code, and regulations promulgated thereunder, enclosed for recordation please find the original and one notarized copy of the following secondary document: "Amendment #1 To Equipment Trust Agreement #1 and Lease Agreement #1." The primary documents to which this is connected are recorded under Recordation Nos. 1-5596 and 1-5596-A.

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

(1) Equipment Trust Agreement #1 - Recordation No. 1-5596

(a) Owner Trustee

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

ATTN: Corporate Trust Administration

(MSN-238)

(b) Equipment Trust Trustee

Mercantile-Safe Deposit
Trust Company
2 Hopkins Plaza
Baltimore, Maryland 21201

ATTN: Corporate Trust Department

(2) Lease Agreement #1 - Recordation No. 1-5596-A

(a) Lessor

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

(b) Lessee

Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19103

ATTN: Assistant Treasurer - Financing

A description of the equipment covered by the above documents is as follows:

(1) 30 General Electric Dash 8-40B Locomotives
Identification Numbers: CR 5060 to CR 5089

(2) 480 Fully-enclosed Tri-level Auto Racks

Identification Numbers: CR 6100 to CR 6299, and CR 6500 to CR 6579, and CR 6300 to CR 6499

A fee of $26.00 is enclosed. I would appreciate your recording this document and stamping the additional four copies of such document being presented by our messenger. Any extra copies not needed by the Commission for recordation should be returned to the undersigned.

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

(1) Secondary Documents

(a) Amendment #1 To Equipment Trust Agreement, Recordation No. 1-5596, between The Connecticut National Bank, Owner Trustee, 777 Main Street, Hartford, Connecticut 06115 and Mercantile-Safe Deposit and Trust Company, Equipment Trust Trustee, 2 Hopkins Plaza, Baltimore, Maryland 21201, dated April 26, 1988, and covering 30 General Electric Dash 8-40B Diesel Electric Locomotives and 480 Fully-Enclosed Tri-level Auto Racks.

(b) Amendment #1 To Lease Agreement, Recordation No. 1-5596-A, between The Connecticut National Bank, Lessor, 777 Main Street, Hartford, Connecticut 06115, and Consolidated Rail Corporation, Lessee, Six Penn Center Plaza, Philadelphia, Pennsylvania 19103, dated April 26, 1988, and covering 30 General Electric Dash 8-40B Diesel Electric Locomotives and 480 Fully-Enclosed, Tri-level Auto Racks.

Please call me if you have any questions or desire additional information.

Very truly yours,

John F. DePodesta

John F. DePodesta
Attorney for Consolidated
Rail Corporation

JFD:glp

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/2/88

OFFICE OF THE SECRETARY

John F. DePodesta
Pepper,Hamilton & Scheetz
1777 F. St. N.W.
Washington,D.C. 20006-5203

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 5/2/88 at 2:30pm, and assigned recordation number(s). 15596-A & 15596-B

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 15596-B
Filed 1425
MAY 2 1988-2 30 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT #1 TO
EQUIPMENT TRUST AGREEMENT #1
LEASE AGREEMENT #1

This Amendment #1 to Equipment Trust Agreement #1 and Lease Agreement #1, dated April 26, 1988, among THE CONNECTICUT NATIONAL BANK, a national banking association, not in its individual capacity, except as otherwise expressly provided herein, but solely as Owner Trustee under the Trust Agreement (the "Owner Trustee" or "Lessor"), MERCANTILE-SAFE DEPOSIT TRUST COMPANY, a Maryland trust company (the "Equipment Trust Trustee"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Lessee").

W I T N E S S E T H:

WHEREAS, the Owner Trustee and the Equipment Trust Trustee entered into the Equipment Trust Agreement #1 dated as of April 1, 1988 (the "Equipment Trust Agreement"; capitalized terms used herein without definition having the respective meanings specified therefor in such Agreement), whereby the Owner Trustee agreed, among other things, to assign certain of its rights under the Lease to the Equipment Trust Trustee and to deposit, mortgage and pledge with the Equipment Trust Trustee as part of the Equipment Trust Estate all of the properties held in trust by the Owner Trustee under the Trust Agreement (other than Excepted Property), and to lease, the Items of Equipment back from the Equipment Trust Trustee, and the Equipment Trust Trustee agreed, among other things, to issue Equipment Trust Certificates as evidence of the participation of the Holders thereof in the payment of the Cost of the Items of Equipment, and to lease the Items of Equipment to the Owner Trustee;

WHEREAS, Section 10.01 of the Equipment Trust Agreement contemplates that such Agreement will be supplemented to provide for the issuance of the Certificates in the aggregate principal amount, and having the maturity and interest rates, specified in the Offering Circular and the Underwriting Agreement referred to therein;

WHEREAS, Lessor entered into Lease Agreement #1 with Lessee dated as of April 1, 1988 (the "Lease") whereby, subject to the terms and conditions set forth therein, Lessor agreed to lease to Lessee, and Lessee agreed to lease from Lessor, the Items of Equipment;

WHEREAS, Section 3(e) of the Lease contemplates that the Lease will be amended to adjust all amounts of Interim Rent, Basic Rent, Stipulated Loss Value, Termination Value, Excess Amounts, the Commitments of the Owner Participant and the Equipment Trust Trustee and Amortization specified for Classes of Equipment and maturities of Certificates in the event that the actual Delivery Dates, Funding Dates, Transaction Costs, or the interest rates borne by the Certificates of the various maturities were other than as were assumed by the Owner Participant, as such assumptions were specified in Schedule I to the Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, and other good and valuable consideration, receipt of which is acknowledged, the parties hereto agree as follows:

Section 1. Exhibits B and C to Equipment Trust Agreement.

Exhibits B and C to the Equipment Trust Agreement as originally executed are hereby deleted and are replaced by the respective version thereof attached hereto.

Section 2. Exhibits B, C and D to Lease.

Exhibits B, C and D to the Lease as originally executed are hereby deleted and are replaced by the respective version thereof attached hereto.

Section 3. Schedules I and III to Lease.

Schedules I and III to the Lease as originally executed are hereby deleted and are replaced by the respective version thereof attached hereto.

Section 4. Agreements to Continue in Full Force and Effect.

Except as amended hereby, the Lease and the

Equipment Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Owner Trustee, the Equipment Trust Trustee and Lessee have caused this Amendment #1 to be duly executed by their officers thereunto duly authorized, on the date and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual
capacity, but solely as
Owner Trustee and Lessor

By: _____
Title: VICE PRESIDENT

[Seal]

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
Equipment Trust Trustee

Attest:

By: _____
Title:

By: _____
Title:

CONSOLIDATED RAIL CORPORATION,
Lessee

By: _____
Title:

Equipment Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Owner Trustee, the Equipment Trust Trustee and Lessee have caused this Amendment #1 to be duly executed by their officers thereunto duly authorized, on the date and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual
capacity, but solely as
Owner Trustee and Lessor

By: _____
Title:

[Seal]

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
Equipment Trust Trustee

Attest:

By: _____
Title: Vice President

By: _____
Title: Corporate Trust Officer

CONSOLIDATED RAIL CORPORATION,
Lessee

By: _____
Title:

Equipment Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Owner Trustee, the Equipment Trust Trustee and Lessee have caused this Amendment #1 to be duly executed by their officers thereunto duly authorized, on the date and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual
capacity, but solely as
Owner Trustee and Lessor

By: _____
Title:

[Seal]

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
Equipment Trust Trustee

Attest:

By: _____
Title:

By: _____
Title:

CONSOLIDATED RAIL CORPORATION,
Lessee

By: David M. LeVan
Title: Vice President & Treasurer

STATE OF Connecticut
)ss:
COUNTY OF Hartford)

On this 27th day of April, 1988 before me personally appeared, Stephen J. Kabe, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of The Connecticut National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on April , 1988 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan C Chadbourne
Notary Public

[Notarial Seal]

My commission expires March 31, 1990

STATE OF MARYLAND)
)ss:
COUNTY OF BALTIMORE)

On this 27th day of April , 1988 before me personally appeared, Russell E. Schreiber , to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on April 27, 1988 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Conn
Notary Public

[Notarial Seal]

My commission expires 7-1-90

COMMONWEALTH OF PENNSYLVANIA)
)ss:
COUNTY OF PHILADELPHIA)

On this 26 day of April, 1988 before me personally appeared, DAVID M. LeVan, to me personally known, who being by me duly sworn, says that (s)he is the VP. TREASURER of Consolidated Rail Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on April 26, 1988 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marianne C. Baker
Notary Public

[Notarial Seal]

My commission expires MARIANNE C. BAKER
~~Notary Public, Phila., Phila.~~ Co.
My Commission Expires Aug. 6, 1990

Exhibit B to
Equipment
Trust Agreement

MATURITIES, PRINCIPAL AMOUNTS AND INTEREST RATES OF CERTIFICATES

Maturity	Principal Amount	Interest Rate
October 15, 1991	$1,070,000	8.40%
October 15, 1992	2,606,000	8.70
October 15, 1993	3,937,000	8.85
October 15, 1994	1,563,000	9.00
October 15, 1995	2,951,000	9.15
October 15, 1996	3,917,000	9.25
October 15, 1997	2,632,000	9.35
October 15, 1998	3,390,000	9.40
October 15, 1999	1,544,000	9.60
October 15, 2000	3,694,000	9.60
October 15, 2001	3,631,000	9.65
October 15, 2002	3,306,000	9.70
October 15, 2003	3,415,000	9.75
October 15, 2004	3,654,000	9.80

Exhibit C to
Equipment
Trust Agreement

ETA RENT

Maturity Date	Principal Component of ETA Rent Due on Maturity Date	Interest * Component of ETA Rent Due on 10/15/88	Interest Component of ETA Rent Due on 4/15/89 and on Every 10/15 and 4/15 Thereafter Through Maturity Date
15-Oct-89	0.00	0.00	0.00
15-Oct-90	0.00	0.00	0.00
15-Oct-91	1,070,000.00	40,446.00	44,940.00
15-Oct-92	2,606,000.00	102,024.90	113,361.00
15-Oct-93	3,937,000.00	156,791.03	174,212.25
15-Oct-94	1,563,000.00	63,301.50	70,335.00
15-Oct-95	2,951,000.00	121,507.43	135,008.25
15-Oct-96	3,917,000.00	163,045.13	181,161.25
15-Oct-97	2,632,000.00	110,741.40	123,046.00
15-Oct-98	3,390,000.00	143,397.00	159,330.00
15-Oct-99	1,544,000.00	66,700.80	74,112.00
15-Oct-2000	3,694,000.00	159,580.80	177,312.00
15-Oct-2001	3,631,000.00	157,676.18	175,195.75
15-Oct-2002	3,306,000.00	144,306.90	160,341.00
15-Oct-2003	3,415,000.00	149,833.13	166,481.25
15-Oct-2004	3,654,000.00	161,141.40	179,046.00
15-Oct-2005	0.00	0.00	0.00

* Assumes settlement of debt on May 3, 1988.

EXHIBIT B

STIPULATED LOSS VALUES AND TERMINATION VALUES*

CLASS OF EQUIPMENT

DATE	CLASS I	CLASS II	CLASS III
15-Jun-88	102.51736		102.82150
15-Jul-88	102.68888		103.66727
15-Aug-88	103.30685		104.61507
15-Sep-88	103.97863		105.56602
15-Oct-88	104.56570		106.47277
15-Nov-88	105.49254	102.94524	107.43003
15-Dec-88	106.42243	103.93575	108.39055
15-Jan-89	107.34563	104.92986	109.34382
15-Feb-89	108.24073	105.89846	110.26813
15-Mar-89	109.13858	106.87044	111.19538
15-Apr-89	101.80828	107.81670	103.12749
15-May-89	102.60637	108.82708	103.94278
15-Jun-89	103.40625	109.84126	104.75993
15-Jul-89	104.17681	110.83013	105.54679
15-Aug-89	104.94889	111.82258	106.33521
15-Sep-89	105.72250	112.81865	107.12523
15-Oct-89	104.99053	112.75826	107.88468
15-Nov-89	105.77234	113.77695	108.70727
15-Dec-89	106.55578	114.79953	109.53178
15-Jan-90	107.32703	115.81306	110.34395
15-Feb-90	108.07792	116.80025	111.13498
15-Mar-90	108.83014	117.79100	111.92763
15-Apr-90	102.82715	109.47647	103.91836
15-May-90	103.51010	110.35326	104.60873
15-Jun-90	104.19371	111.23252	105.29973
15-Jul-90	104.85609	112.08410	105.96840
15-Aug-90	105.51892	112.93792	106.63748
15-Sep-90	106.18221	112.93484	107.30696
15-Oct-90	103.88292	113.59117	107.76857
15-Nov-90	104.53749	114.46605	108.47451
15-Dec-90	105.19243	115.34339	109.18122
15-Jan-91	105.83802	116.20979	109.87850
15-Feb-91	106.46826	117.05763	110.55968
15-Mar-91	107.09864	117.90766	111.24139
15-Apr-91	105.05479	109.46025	106.81317
15-May-91	105.68674	110.20285	107.45718
15-Jun-91	106.31885	110.94660	108.10134
15-Jul-91	106.93547	111.67057	108.72888
15-Aug-91	107.55209	112.39551	109.35642
15-Sep-91	108.16872	113.12143	109.98395
15-Oct-91	101.76267	112.79643	106.73213

EXHIBIT B

STIPULATED LOSS VALUES AND TERMINATION VALUES*

CLASS OF EQUIPMENT

DATE	CLASS I	CLASS II	CLASS III
15-Nov-91	102.34939	113.54791	107.35580
15-Dec-91	102.93611	114.30063	107.97544
15-Jan-92	103.51989	115.04529	108.59189
15-Feb-92	104.09942	115.77675	109.20328
15-Mar-92	104.67891	116.50924	109.81463
15-Apr-92	103.99904	107.94970	109.33936
15-May-92	104.59561	108.57905	109.97063
15-Jun-92	105.19229	109.20844	110.60202
15-Jul-92	105.77901	109.82961	111.22158
15-Aug-92	106.36573	110.45076	111.84114
15-Sep-92	106.95244	111.07188	112.46071
15-Oct-92	99.11421	110.65595	105.19224
15-Nov-92	99.66094	111.31832	105.77637
15-Dec-92	100.20767	111.98118	106.36050
15-Jan-93	100.75252	112.63815	106.94233
15-Feb-93	101.29360	113.28618	107.51970
15-Mar-93	101.83465	113.93456	108.09705
15-Apr-93	100.99268	105.29520	107.03334
15-May-93	101.54814	105.87998	107.62153
15-Jun-93	102.10369	106.46465	108.20975
15-Jul-93	102.65042	107.04524	108.79113
15-Aug-93	103.19716	107.62570	109.37249
15-Sep-93	103.74389	108.20602	109.95383
15-Oct-93	95.99031	107.75128	103.20276
15-Nov-93	96.51396	108.41950	103.77576
15-Dec-93	97.03794	109.08906	104.34920
15-Jan-94	97.55829	109.75580	104.91841
15-Feb-94	98.07144	110.41624	105.47888
15-Mar-94	98.58481	111.07794	106.03966
15-Apr-94	96.14427	102.45459	103.42359
15-May-94	96.65053	101.96331	103.97577
15-Jun-94	97.15693	102.50308	104.52820
15-Jul-94	97.65600	103.03530	105.07170
15-Aug-94	98.15515	103.56751	105.61536
15-Sep-94	98.65438	104.09973	106.15918
15-Oct-94	92.41705	104.62872	100.89691
15-Nov-94	92.88051	95.83335	101.41207
15-Dec-94	93.34398	96.31667	101.92730
15-Jan-95	93.80563	96.79855	102.43852
15-Feb-95	94.26673	97.27878	102.94677
15-Mar-95	94.72782	97.75899	103.45502

EXHIBIT B

STIPULATED LOSS VALUES AND TERMINATION VALUES*

CLASS OF EQUIPMENT

DATE	CLASS I	CLASS II	CLASS III
15-Apr-95	92.41194	98.23754	100.91227
15-May-95	92.87247	95.79662	101.41922
15-Jun-95	93.33300	96.27510	101.92617
15-Jul-95	93.79298	96.75193	102.43182
15-Aug-95	94.25295	97.22872	102.93745
15-Sep-95	94.71291	97.70546	103.44308
15-Oct-95	88.27295	98.18054	98.00879
15-Nov-95	80.63938	91.23124	98.49107
15-Dec-95	81.00632	91.67214	98.97333
15-Jan-96	81.37300	92.11225	99.45500
15-Feb-96	81.74330	92.55213	99.93800
15-Mar-96	82.11359	92.99196	100.42099
15-Apr-96	82.49249	93.43155	97.98776
15-May-96	80.11241	91.15618	98.47207
15-Jun-96	80.48271	91.59566	98.95637
15-Jul-96	80.86161	92.03489	99.44200
15-Aug-96	81.24058	92.47408	99.92764
15-Sep-96	81.61965	92.91320	100.41327
15-Oct-96	82.00740	93.35209	94.85421
15-Nov-96	73.13432	85.00418	89.14379
15-Dec-96	73.45974	85.39650	89.55980
15-Jan-97	73.78676	85.78869	89.97640
15-Feb-97	74.11814	86.18412	90.39524
15-Mar-97	74.44953	86.57951	90.81408
15-Apr-97	74.79131	86.97817	91.23825
15-May-97	72.49525	84.94056	88.81904
15-Jun-97	72.82663	85.33916	89.23793
15-Jul-97	73.16841	85.74103	89.66214
15-Aug-97	73.51029	86.14289	90.08641
15-Sep-97	73.85228	86.54472	90.51074
15-Oct-97	74.20476	86.94985	90.94044
15-Nov-97	64.32361	77.13197	83.19424
15-Dec-97	64.60144	77.47850	83.57508
15-Jan-98	64.88389	77.82645	83.95691
15-Feb-98	65.17800	78.17882	84.34229
15-Mar-98	65.47226	78.53116	84.72768
15-Apr-98	65.77830	78.88794	85.12154
15-May-98	64.41763	77.07745	82.67738
15-Jun-98	64.72423	77.43420	83.06282
15-Jul-98	65.04272	77.79541	83.45673
15-Aug-98	65.36161	78.15661	83.85073

EXHIBIT B

STIPULATED LOSS VALUES AND TERMINATION VALUES*

CLASS OF EQUIPMENT

DATE	CLASS I	CLASS II	CLASS III
15-Sep-98	65.68090	78.51782	84.24482
15-Oct-98	66.01222	78.88964	84.64745
15-Nov-98	55.69647	68.75926	76.08508
15-Dec-98	55.95904	69.06229	76.42716
15-Jan-99	56.22731	69.36726	76.77301
15-Feb-99	56.50929	69.67713	77.12840
15-Mar-99	56.79200	69.98698	77.48392
15-Apr-99	57.08855	70.30176	77.84909
15-May-99	56.13780	68.72790	76.16226
15-Jun-99	56.43611	69.04267	76.52788
15-Jul-99	56.74842	69.36914	76.90324
15-Aug-99	57.06176	69.69572	77.27893
15-Sep-99	57.37614	70.02242	77.65495
15-Oct-99	57.70468	70.36093	78.04081
15-Nov-99	47.16869	59.90746	69.94150
15-Dec-99	47.37088	60.16600	70.25510
15-Jan-2000	47.57910	60.42666	70.57047
15-Feb-2000	47.80148	60.69262	70.89011
15-Mar-2000	48.02427	60.95855	71.20975
15-Apr-2000	48.26135	61.22981	71.53954
15-May-2000	47.41099	59.84164	69.34017
15-Jun-2000	47.64918	60.11285	69.66019
15-Jul-2000	47.90182	60.38942	69.99037
15-Aug-2000	48.15516	60.66599	70.32066
15-Sep-2000	48.40922	60.94255	70.65105
15-Oct-2000	48.67788	61.23185	70.99171
15-Nov-2000	37.64179	50.50208	61.94282
15-Dec-2000	37.83109	50.71354	62.21385
15-Jan-2001	38.02745	50.92731	62.48695
15-Feb-2001	38.24018	51.14682	62.77121
15-Mar-2001	38.45402	51.36628	63.05558
15-Apr-2001	38.68441	51.59149	63.35121
15-May-2001	38.31463	50.43100	62.01032
15-Jun-2001	38.54760	50.65616	62.30640
15-Jul-2001	38.79731	50.88711	62.61386
15-Aug-2001	39.04849	51.11806	62.92166
15-Sep-2001	39.30116	51.34901	63.22981
15-Oct-2001	39.57077	51.59370	63.54945
15-Nov-2001	27.98921	40.53844	54.21305
15-Dec-2001	28.17241	40.69818	54.44626
15-Jan-2002	28.36417	40.86047	54.68444

EXHIBIT B

STIPULATED LOSS VALUES AND TERMINATION VALUES*

CLASS OF EQUIPMENT

DATE	CLASS I	CLASS II	CLASS III
15-Feb-2002	28.57474	41.03222	54.93459
15-Mar-2002	28.78727	41.20403	55.18491
15-Apr-2002	29.01882	41.39111	55.44732
15-May-2002	29.18964	40.31404	54.32296
15-Jun-2002	29.42556	40.49720	54.58598
15-Jul-2002	29.68072	40.69575	54.86121
15-Aug-2002	29.93829	40.89462	55.13687
15-Sep-2002	30.19831	41.09381	55.41296
15-Oct-2002	30.47779	41.30855	55.70139
15-Nov-2002	19.16383	30.09768	45.93424
15-Dec-2002	19.27131	30.22790	46.15428
15-Jan-2003	19.38741	30.36534	46.38018
15-Feb-2003	19.52191	30.52015	46.61981
15-Mar-2003	19.65773	30.67565	46.86021
15-Apr-2003	19.81215	30.84870	47.11449
15-May-2003	19.55584	29.75020	46.39963
15-Jun-2003	19.70660	29.91252	46.65574
15-Jul-2003	19.87609	30.09247	46.92589
15-Aug-2003	20.04725	30.27335	47.19710
15-Sep-2003	20.22010	30.45519	47.46939
15-Oct-2003	20.00000	30.65483	47.75587
15-Nov-2003		19.42353	37.51786
15-Dec-2003		19.53396	37.72981
15-Jan-2004		19.65296	37.94883
15-Feb-2004		19.81923	38.18363
15-Mar-2004		19.98714	38.41991
15-Apr-2004		20.00000	38.67215
15-May-2004			38.41807
15-Jun-2004			38.67363
15-Jul-2004			38.94533
15-Aug-2004			39.21887
15-Sep-2004			39.49428
15-Oct-2004			39.78603
15-Nov-2004			29.03714
15-Dec-2004			29.24697
15-Jan-2005			29.46530
15-Feb-2005			29.70173
15-Mar-2005			29.94049
15-Apr-2005			30.19756
15-May-2005			30.45716
15-Jun-2005			30.71933

EXHIBIT B

STIPULATED LOSS VALUES AND TERMINATION VALUES*

CLASS OF EQUIPMENT

DATE	CLASS I	CLASS II	CLASS III
15-Jul-2005			31.00003
15-Aug-2005			31.28350
15-Sep-2005			31.56977
15-Oct-2005			31.87481
15-Nov-2005			21.04626
15-Dec-2005			21.17563
15-Jan-2006			21.31337
15-Feb-2006			21.46848
15-Mar-2006			21.62512
15-Apr-2006			21.79931
15-May-2006			21.97523
15-Jun-2006			22.15287
15-Jul-2006			22.34828
15-Aug-2006			22.54562
15-Sep-2006			22.74490
15-Oct-2006			22.50000

* Plus premium, if any.

EXHIBIT C

INTERIM AND BASIC RENT

(a) CLASS I

BASIC LEASE COMMENCEMENT DATE: 10/15/88

INTERIM RENT 0.00%

BASIC RENT PAYMENT DATE	BASIC RENT ADVANCE	BASIC RENT ARREARS
15-Apr-89	0.0000000	8.1997935
15-Oct-89	0.0000000	1.4760037
15-Apr-90	0.0000000	6.7346495
15-Oct-90	0.0000000	2.9411476
15-Apr-91	0.0000000	2.6597307
15-Oct-91	0.0000000	7.0160664
15-Apr-92	0.0000000	1.2550897
15-Oct-92	0.0000000	8.4207075
15-Apr-93	0.0000000	1.3792387
15-Oct-93	0.0000000	8.2965585
15-Apr-94	0.0000000	2.9466464
15-Oct-94	0.0000000	6.7291508
15-Apr-95	0.0000000	2.7764337
15-Oct-95	0.0000000	6.8993635
15-Oct-95	8.0005153	0.0000000
15-Apr-96	2.7503704	0.0000000
15-Oct-96	9.1985237	0.0000000
15-Apr-97	2.6274506	0.0000000
15-Oct-97	10.1589860	0.0000000
15-Apr-98	1.6669883	0.0000000
15-Oct-98	10.5777938	0.0000000
15-Apr-99	1.2481805	0.0000000
15-Oct-99	10.7379729	0.0000000
15-Apr-2000	1.0880014	0.0000000
15-Oct-2000	11.2245261	0.0000000
15-Apr-2001	0.6014482	0.0000000
15-Oct-2001	11.7630746	0.0000000
15-Apr-2002	0.0628997	0.0000000
15-Oct-2002	11.4203893	0.0000000
15-Apr-2003	0.4055850	0.0000000
TOTALS	93.5327058	67.7305802

EXHIBIT C

INTERIM AND BASIC RENT

(b) CLASS II

BASIC LEASE COMMENCEMENT DATE: 4/15/89

INTERIM RENT 0.00%

BASIC RENT PAYMENT DATE	BASIC RENT ADVANCE	BASIC RENT ARREARS
15-Oct-89	0.0000000	1.0309675
15-Apr-90	0.0000000	9.2787074
15-Oct-90	0.0000000	1.0309675
15-Apr-91	0.0000000	9.2787074
15-Oct-91	0.0000000	1.0309675
15-Apr-92	0.0000000	9.2787074
15-Oct-92	0.0000000	1.0309675
15-Apr-93	0.0000000	9.2787074
15-Oct-93	0.0000000	1.0309675
15-Apr-94	0.0000000	9.2787074
15-Apr-94	1.0309675	0.0000000
15-Oct-94	9.2787074	0.0000000
15-Apr-95	2.9194443	0.0000000
15-Oct-95	7.3902306	0.0000000
15-Apr-96	2.7149058	0.0000000
15-Oct-96	8.7402886	0.0000000
15-Apr-97	2.4362318	0.0000000
15-Oct-97	10.1644819	0.0000000
15-Apr-98	2.1672517	0.0000000
15-Oct-98	10.4334621	0.0000000
15-Apr-99	1.8886308	0.0000000
15-Oct-99	10.7120830	0.0000000
15-Apr-2000	1.6594008	0.0000000
15-Oct-2000	10.9413130	0.0000000
15-Apr-2001	1.3856886	0.0000000
15-Oct-2001	11.2150252	0.0000000
15-Apr-2002	1.2600714	0.0000000
15-Oct-2002	11.3406424	0.0000000
15-Apr-2003	1.2600714	0.0000000
15-Oct-2003	11.3406424	0.0000000
TOTALS	120.2795407	51.5483745

EXHIBIT C

INTERIM AND BASIC RENT

(c) CLASS III

BASIC LEASE COMMENCEMENT DATE: 10/15/88

INTERIM RENT 0.00%

BASIC RENT PAYMENT DATE	BASIC RENT ADVANCE	BASIC RENT ARREARS
15-Apr-89	0.0000000	8.9645481
15-Oct-89	0.0000000	0.0000000
15-Apr-90	0.0000000	8.7825728
15-Oct-90	0.0000000	0.1819754
15-Apr-91	0.0000000	5.0962637
15-Oct-91	0.0000000	3.8682844
15-Apr-92	0.0000000	1.0815530
15-Oct-92	0.0000000	7.8829951
15-Apr-93	0.0000000	1.6365806
15-Oct-93	0.0000000	7.3279676
15-Apr-94	0.0000000	3.1680156
15-Oct-94	0.0000000	5.7970846
15-Apr-95	0.0000000	3.0497075
15-Oct-95	0.0000000	5.9386160
15-Apr-96	0.0000000	2.9175399
15-Oct-96	0.0000000	6.0470082
15-Oct-96	6.1264492	0.0000000
15-Apr-97	2.8380990	0.0000000
15-Oct-97	8.1270639	0.0000000
15-Apr-98	2.8296061	0.0000000
15-Oct-98	8.9044530	0.0000000
15-Apr-99	2.0522169	0.0000000
15-Oct-99	8.4129459	0.0000000
15-Apr-2000	2.5193967	0.0000000
15-Oct-2000	9.3199233	0.0000000
15-Apr-2001	1.6367466	0.0000000
15-Oct-2001	9.5695954	0.0000000
15-Apr-2002	1.3870745	0.0000000
15-Oct-2002	9.9866232	0.0000000
15-Apr-2003	0.9700467	0.0000000
15-Oct-2003	10.4487065	0.0000000
15-Apr-2004	0.5079635	0.0000000
15-Oct-2004	10.9566699	0.0000000
15-Apr-2005	0.0000000	0.0000000
15-Oct-2005	10.9566699	0.0000000
15-Apr-2006	0.0000000	0.0000000
TOTALS	107.5502502	71.7407125

SCHEDULE I

Assumptions Used by Owner Participant

1. Delivery Dates:

Equipment Cost By Class

Class:	I	II	III	IV
Delivery Date				
05/23/88	2,408,000		31,723,029	
06/10/88	1,720,000			
06/23/88			3,524,781	
07/06/88	5,253,325			
08/04/88	2,501,325			
09/06/88	1,667,550			
09/29/88	2,130,000			
10/17/88		710,000		
Total:	15,680,200	710,000	35,247,810	

2. Funding Dates

Equipment Cost by Class

Class:	I	II	III	IV
Funding Date				
05/23/88	2,408,000		31,723,029	
06/10/88	1,720,000			
06/23/88			3,524,781	
07/06/88	5,253,325			
08/04/88	2,501,325			
09/06/88	1,667,550			
09/29/88	2,130,000			
10/17/88		710,000		
Total:	15,680,200	710,000	35,247,810	

3. Transaction Costs (other than the fees and expenses of Banker's Trust Company): 1.75 percent of Equipment Cost

4. Interest Rates:

Maturity	Interest Rate
10/15/91	8.40%
10/15/92	8.70%
10/15/93	8.85%
10/15/94	9.00%
10/15/95	9.15%
10/15/96	9.25%
10/15/97	9.35%
10/15/98	9.40%
10/15/99	9.60%
10/15/00	9.60%
10/15/01	9.65%
10/15/02	9.70%
10/15/03	9.75%
10/15/04	9.80%

SCHEDULE III

AMORTIZATION SPECIFIED FOR CLASSES OF EQUIPMENT

AND MATURITIES OF CERTIFICATES

MATURITY DATE	CLASS I	CLASS II	CLASS III	CLASS IV	TOTAL
15-Oct-89	0.00	0.00	0.00	0.00	0.00
15-Oct-90	0.00	0.00	0.00	0.00	0.00
15-Oct-91	669,884.81	0.00	400,115.19	0.00	1,070,000.00
15-Oct-92	864,793.24	13,338.85	1,727,867.91	0.00	2,606,000.00
15-Oct-93	1,182,670.34	76,832.95	2,677,496.71	0.00	3,937,000.00
15-Oct-94	593,104.25	43,206.48	926,689.27	0.00	1,563,000.00
15-Oct-95	1,900,980.44	31,742.58	1,018,276.98	0.00	2,951,000.00
15-Oct-96	791,539.72	42,780.22	3,082,680.06	0.00	3,917,000.00
15-Oct-97	1,077,747.23	40,850.46	1,513,402.31	0.00	2,632,000.00
15-Oct-98	1,397,232.12	42,089.55	1,950,678.33	0.00	3,390,000.00
15-Oct-99	523,258.35	33,906.94	986,834.71	0.00	1,544,000.00
15-Oct-2000	1,589,427.35	40,486.59	2,064,086.06	0.00	3,694,000.00
15-Oct-2001	1,750,165.34	56,919.05	1,823,915.61	0.00	3,631,000.00
15-Oct-2002	203,356.81	71,856.21	3,030,786.98	0.00	3,306,000.00
15-Oct-2003	0.00	73,990.12	3,341,009.88	0.00	3,415,000.00
15-Oct-2004	0.00	0.00	3,654,000.00	0.00	3,654,000.00
15-Oct-2005	0.00	0.00	0.00	0.00	0.00
TOTALS	12,544,160.00	568,000.00	28,197,840.00	0.00	41,310,000.00