

\$32.00

Law Offices of

CHAPMAN AND CUTLER

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RECORDATION NO. 18015-H
FILED 1425
APR 30 1993 11:10 AM
50 South Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

RECORDATION NO. 18015-H
FILED 1425

APR 30 1993 11:10 AM

INTERSTATE COMMERCE COMMISSION

50 South Main Street
Salt Lake City, Utah 84144
80066

3-120A043

INTERSTATE COMMERCE COMMISSION April 30, 1993

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

18015 - H
- I

APR 30 11:12 AM '93
RECEIVED

Re: Western Resources, Inc.
Leveraged Lease Financing of Rotary Dump Gondola Cars

Dear Mr. Strickland:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two originals of each of the two secondary documents described below, which secondary documents are related to the two previously recorded primary documents identified below. As one of the attorneys representing the Note Purchaser in this transaction, I have knowledge of the matters described in this letter.

The enclosed secondary documents are as follows:

- (1) Lease Supplement No. 4, dated as of April 30, 1993, between Shawmut Bank Connecticut, National Association, formerly known as The Connecticut National Bank, as Lessor, and Western Resources, Inc., as Lessee; and
- (2) Security Agreement Supplement No. 4, dated as of April 30, 1993, between Shawmut Bank Connecticut, National Association, formerly known as The Connecticut National Bank, as Owner Trustee, and Wilmington Trust Company, as Security Trustee.

The primary documents to which the enclosed secondary documents are connected are as follows:

- (1) Railcar Lease, dated as of November 30, 1992 (the "Lease"), between The Connecticut National Bank, as lessor (the "Lessor"), and Western Resources, Inc., as lessee (the "Lessee") which was recorded on November 30, 1992 and assigned recordation number 18015; and
- (2) Security Agreement - Trust Deed, dated as of November 30, 1992 (the "Security Agreement"), between The Connecticut National Bank, as owner trustee (the "Owner Trustee"), and Wilmington Trust Company, as security trustee (the "Security Trustee") which was recorded on November 30, 1992 and assigned recordation number 18015-A.

Handwritten signatures and initials on the left margin.

CHAPMAN AND CUTLER

The capitalized terms used herein and not otherwise defined herein shall have the respective meanings specified in Annex 1 to the Security Agreement.

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

LEASE SUPPLEMENT NO. 4

Lessee: Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612

Lessor: Shawmut Bank Connecticut, National Association,
formerly known as The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

SECURITY AGREEMENT SUPPLEMENT NO. 4

Owner Trustee: Shawmut Bank Connecticut, National Association,
formerly known as The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

Security Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

The Lease Supplement No. 4 and the Security Agreement Supplement No. 4 provide, *inter alia*, for the Lease and the Security Agreement to apply to the rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to Lease Supplement No. 4, namely the road numbers set forth in Exhibit A attached hereto.

CHAPMAN AND CUTLER

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Michael G. McGee, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) LEASE SUPPLEMENT NO. 4:

Lease Supplement No. 4 between Shawmut Bank Connecticut, National Association, formerly known as The Connecticut National Bank, as Lessor, 777 Main Street, Hartford, Connecticut 06115, and Western Resources Inc., as Lessee, 818 Kansas Avenue, Topeka, Kansas 66612, dated as of April 30, 1993, providing for the Lease to apply to the rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to Lease Supplement No. 4, namely the road numbers set forth in Exhibit A attached hereto. The Lease Supplement No. 4 is related to the Lease which was previously recorded and assigned recordation number 18015.

(2) SECURITY AGREEMENT SUPPLEMENT NO. 4:

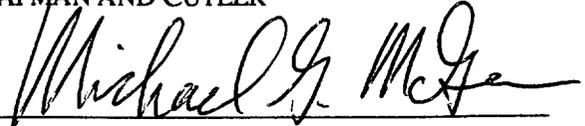
Security Agreement Supplement No. 4 between Shawmut Bank Connecticut, National Association, formerly known as The Connecticut National Bank, as Owner Trustee, 777 Main Street, Hartford, Connecticut 06115, and Wilmington Trust Company, as Security Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, dated as of April 30, 1993, providing for the Security Agreement to apply to the rotary dump gondola cars bearing the road numbers set forth in Schedule 1 to Lease Supplement No. 4, namely the road numbers set forth in Exhibit A attached hereto. The Security Agreement Supplement No. 4 is related to the Security Agreement which was previously recorded and assigned recordation number 18015-A.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767) or Karl Williams (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By 
Michael G. McGee

MGM/cs
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

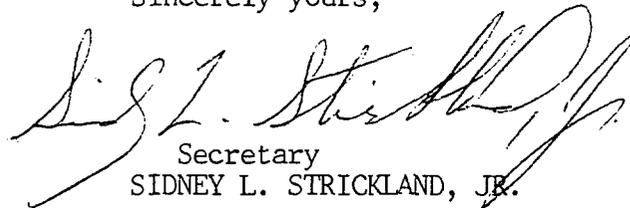
OFFICE OF THE SECRETARY

Michael M. Bee
Chapman & Cutler
211 West Monroe
Chicago, Ill. 60608

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 4/30/93 at 11:10 AM, and assigned recordation number(s). 18015-A 18015-Q & 17493-A

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/16/93

APR 30 1993 11:10 AM

LEASE SUPPLEMENT NO. 4
INTERSTATE COMMERCE COMMISSION

THIS LEASE SUPPLEMENT NO. 4 dated as of April 30, 1993 between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, formerly known as The Connecticut National Bank, not individually but solely as Owner Trustee ("*Lessor*"), and WESTERN RESOURCES, INC., a Kansas corporation ("*Lessee*").

WITNESSETH:

WHEREAS, Lessor and Lessee have heretofore entered into a Railcar Lease dated as of November 30, 1992 (the "*Lease*") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein;

WHEREAS, Lessor and Lessee have heretofore entered into (i) Lease Supplement No. 1 dated as of November 30, 1992 (the "*Lease Supplement No. 1*") providing for the Lease to apply to the rotary dump gondola cars bearing the road numbers set forth in Schedule 1 attached thereto, (ii) Lease Supplement No. 2 dated as of December 23, 1992 (the "*Lease Supplement No. 2*") providing for the Lease to apply to the rotary dump gondola cars bearing the road numbers set forth in Schedule 1 attached thereto, and (iii) Lease Supplement No. 3 dated as of February 22, 1993 (the "*Lease Supplement No. 3*") providing for the reoptimization adjustments to Fixed Rent, Stipulated Loss Value and Termination Value in accordance with Section 6(f) of the Lease; and

WHEREAS, Lessor, Lessee, the Owner Participant, the Security Trustee and the Note Purchaser are concurrently herewith entering into Amendment No. 1 to Participation Agreement dated as of April 30, 1993 (the "*Amendment No. 1 to Participation Agreement*") providing for the financing of additional rotary dump gondola cars, namely those rotary dump gondola cars described in Schedule 1 attached hereto (the "*Additional Items of Equipment*").

This Lease Supplement No. 4 has been executed in several counterparts. To the extent, if any, that this Lease Supplement No. 4 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 Lease Supplement No. 4 may be created through the transfer or possession of any counterpart hereof other than the "*Counterpart No. 1*". This Counterpart is Counterpart No. 3 of 10. Certain rights of Lessor under the Lease and this Lease Supplement No. 4 have been assigned as security to, and are subject to a security interest in favor of, Wilmington Trust Company, as Security Trustee under the Security Agreement-Trust Deed dated as of November 30, 1992 between Lessor and the Security Trustee, for the benefit of the holders of the Notes referred to therein.

NOW, THEREFORE, in order to provide for the terms of the Lease, as amended hereby, to apply to the Additional Items of Equipment, Lessor and Lessee agree as follows:

1. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Additional Items of Equipment have been delivered and assembled. Lessee represents that the Additional Items of Equipment are free and clear of all liens and encumbrances (except Permitted Encumbrances) and in a condition which in all respects is satisfactory to the Lessee and in compliance with the Lease.

2. Lessee hereby certifies that the date of acceptance of the Additional Items of Equipment and commencement of the Lease Term with respect thereto is the date of this Lease Supplement No. 4.

3. Lessee hereby certifies that the aggregate Purchase Price for the Additional Items of Equipment is \$5,203,920.

4. Interim Rent for the Additional Items of Equipment is payable in the amount set forth in Section 6(a) of the Lease, as amended by paragraph 5 below, on May 28, 1993. Fixed Rent, Stipulated Loss Values and Termination Values for the Additional Items of Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

5. The first sentence of Section 6(a) of the Lease is hereby deleted and replaced with the following:

With respect to the Items of Equipment financed on the First Closing Date and on the Second Closing Date, Lessee hereby agrees to pay Lessor Interim Rent for the use by Lessee of each such Item of Equipment during the Interim Term in one installment payable on May 28, 1993 in an amount equal to 0.100% of Equipment Cost with respect to such Items of Equipment. With respect to the Items of Equipment financed on the Third Closing Date, Lessee hereby agrees to pay Lessor Interim Rent for the use by Lessee of each such Item of Equipment during the Interim Term in one installment payable on May 28, 1993 in an amount equal to 0.100% of Equipment Cost with respect to such Items of Equipment.

6. Section 11 of the Lease is hereby amended to include the following:

Pursuant to the terms of the Agreement to Modify and Warrant 120 Railcars dated as of April 1, 1993, Transisco Leasing Company has agreed with the Lessee to perform certain "K-brace warranty work" with respect to the Additional Items of Equipment ("*Approved Modifications*"). Lessee shall insure that the Approved Modifications are done in accordance with the specifications of

Johnstown America Corporation. Lessee further agrees that the Approved Modifications shall become the property of Lessor and shall be subject to the terms of this Lease.

7. The Pricing Assumptions set forth in Annex 2 to the Lease are hereby amended to read in their entirety as set forth in Attachment A attached hereto.

8. The Description of Equipment set forth in Exhibit A to the Lease is hereby amended to read as follows:

650 new high side rotary dump gondola railcars and 120 used high side rotary dump gondola railcars, as more specifically described in the Lease Supplements delivered on each Closing Date.

9. The Schedule of Fixed Rent set forth in Exhibit C to the Lease is hereby amended to read in its entirety as set forth in Attachment B attached hereto.

10. The Schedule of Stipulated Loss Value and Termination Value set forth in Exhibit D to the Lease is hereby amended to read in its entirety as set forth in Attachment C attached hereto.

Each of Lessor and the Lessee, by its execution and delivery hereof, consents and agrees that it is its intention to amend the Lease in all respects to provide for the leasing of the Additional Items of Equipment. Notwithstanding anything to the contrary contained herein or in the Lease, the Lessor and the Lessee hereby agree that this Lease Supplement No. 4 and the Lease shall be construed in all respects in such a manner consistent with such intention.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

WESTERN RESOURCES, INC., a Kansas
corporation

By William B. Moore
Its Vice President, Finance

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, formerly know as The
Connecticut National Bank, not
individually but solely as Owner Trustee

By _____
Its

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

WESTERN RESOURCES, INC., a Kansas
corporation

By _____
Its

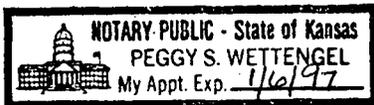
SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION, formerly know as The
Connecticut National Bank, not
individually but solely as Owner Trustee

By Delra A Johnson
Its **CORPORATE TRUST OFFICER**

STATE OF KANSAS)
) SS.:
COUNTY OF SHAWNEE)

On this, the 26th day of April, 1993, before me, a Notary Public in and for said County and State, personally appeared William B. Moore, the Vice President, Finance of WESTERN RESOURCES, INC., who acknowledged himself to be a duly authorized officer of WESTERN RESOURCES, INC., and that, as such officer, being authorized to do so, he executed the foregoing instrument on April 26, 1993 for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Peggy S. Wettengel
Name: Peggy S. Wettengel
Notary Public
My Commission Expires: 1/6/97
Residing in Shawnee County, Kansas

[SEAL]

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the _____ day of _____, 1993, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of Shawmut Bank Connecticut, National Association, who acknowledged himself to be a duly authorized officer of Shawmut Bank Connecticut, National Association, and that, as such officer, being authorized to do so, he executed the foregoing instrument on _____, 1993 for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

[SEAL]

STATE OF KANSAS)
) SS.:
COUNTY OF SHAWNEE)

On this, the _____ day of _____, 1993, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of WESTERN RESOURCES, INC., who acknowledged himself to be a duly authorized officer of WESTERN RESOURCES, INC., and that, as such officer, being authorized to do so, he executed the foregoing instrument on _____, 1993 for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

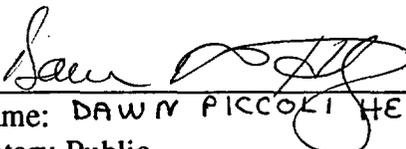
Name:
Notary Public
My Commission Expires:
Residing in _____

[SEAL]

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 27th day of APRIL, 1993, before me, a Notary Public in and for said County and State, personally appeared Debra A Johnson, the CORP. TRUST OFFICER OF Shawmut Bank Connecticut, National Association, who acknowledged herself to be a duly authorized officer of Shawmut Bank Connecticut, National Association, and that, as such officer, being authorized to do so, she executed the foregoing instrument on 4-27, 1993 for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: DAWN PICCOLI HEINTZ
Notary Public
My Commission Expires: MAY 31, 1997
Residing in PLAINVILLE



[SEAL]

SCHEDULE 1

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Rotary Dump Gondola Cars	120	MCHX 30576, 30578, 30579, 30580, 30582, 30583, 30585, 30586, 30587, 30588, 30589, 30590, 30591, 30592, 30593, 30595, 30596, 30598, 30602, 30603, 30605, 30608, 30610, 30611, 30612, 30613, 30614, 30615, 30617, 30618, 30619, 30620, 30621, 30622, 30623, 30624, 30625, 30626, 30629, 30631, 30632, 30633, 30635, 30636, 30637, 30641, 30643, 30645, 30646, 30647, 30650, 30651, 30652, 30656, 30658, 30659, 30661, 30662, 30669, 30671, 30672, 30682, 30683, 30684, 30685, 30687, 30690, 30692, 30697, 30698, 30701, 30702, 30704, 30707, 30709, 30711, 30713, 30717, 30718, 30719, 30721, 30723, 30727, 30728, 30736, 30739, 30745, 30752, 30754, 30755, 30758, 30760, 30763, 30764, 30765, 30766, 30772, 30773, 30776, 30780, 30781, 30783, 30784, 30785, 30786, 30787, 30788, 30791, 30792, 30793, 30794, 30797, 30800, 30802, 30803, 30805, 30806, 30807, 30810, 30812

SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE
AND TERMINATION VALUE FOR
ADDITIONAL ITEMS OF EQUIPMENT

RENT

STIPULATED LOSS VALUE
AND TERMINATION VALUE

	Total Rent	Advance Rent	Arrears Rent		
				May 28 1993	102.38288
28 Nov 1993	2.92488522		2.92488522	Nov 28 1993	104.37794
28 May 1994	4.83521040		4.83521040	May 28 1994	104.32203
28 Nov 1994	2.91657228		2.91657228	Nov 28 1994	105.70867
28 May 1995	4.84352335		4.84352335	May 28 1995	104.93906
28 Nov 1995	2.84171023		2.84171023	Nov 28 1995	105.87267
28 May 1996	4.91838540		4.91838540	May 28 1996	104.55438
28 Nov 1996	2.76103140		2.76103140	Nov 28 1996	105.16163
28 May 1997	4.99906423		4.99906423	May 28 1997	103.41412
28 Nov 1997	2.67408382		2.67408382	Nov 28 1997	103.81326
28 May 1998	5.08601181		5.08601181	May 28 1998	101.71923
28 Nov 1998	2.58038042		2.58038042	Nov 28 1998	101.93720
28 May 1999	5.17971521		5.17971521	May 28 1999	99.46796
28 Nov 1999	2.47939626		2.47939626	Nov 28 1999	99.49177
28 May 2000	5.28069936		5.28069936	May 28 2000	96.69047
28 Nov 2000	2.37056564		2.37056564	Nov 28 2000	96.69047
28 May 2001	5.38952999		5.38952999	May 28 2001	93.67151
28 Nov 2001	2.25327887		2.25327887	Nov 28 2001	93.67151
28 May 2002	5.50681676		5.50681676	May 28 2002	90.41797
28 Nov 2002	2.13787227		2.13787227	Nov 28 2002	90.42975
28 May 2003	5.62222336		5.62222336	May 28 2003	87.00819
28 Nov 2003	2.05642931		2.05642931	Nov 28 2003	87.00744
28 May 2004	7.42813202		7.42813202	May 28 2004	81.71126
28 Nov 2004	1.91721821		1.91721821	Nov 28 2004	81.71275
28 May 2005	7.56734311		7.56734311	May 28 2005	76.16529
28 Nov 2005	1.78298418		1.78298418	Nov 28 2005	76.16255
28 May 2006	7.70157714		7.70157714	May 28 2006	70.35188
28 Nov 2006	1.64258628		1.64258628	Nov 28 2006	70.34895
28 May 2007	7.84197504		7.84197504	May 28 2007	64.26267
28 Nov 2007	1.49557976		1.49557976	Nov 28 2007	64.25961
28 May 2008	7.98898156		7.98898156	May 28 2008	57.88473
28 Nov 2008	1.34165134		1.34165134	Nov 28 2008	57.88152
28 May 2009	8.14290998		8.14290998	May 28 2009	51.20452
28 Nov 2009	1.12716851		1.12716851	Nov 28 2009	51.32868
28 May 2010	8.35739281		8.35739281	May 28 2010	44.35243
28 Nov 2010	0.94845613		0.94845613	Nov 28 2010	44.64674
28 May 2011	8.53610519		8.53610519	May 28 2011	37.48354
28 Nov 2011	0.94845613		0.94845613	Nov 28 2011	37.77864
28 May 2012	17.06939652	8.53329132	8.53610519	May 28 2012	30.64865
28 Nov 2012	0.95127000	0.95127000		Nov 28 2012	23.01589
				May 28 2013	23.00000

PRICING ASSUMPTIONS

CLOSING DATE: First Closing Date: November 30, 1992, 298 Items
Second Closing Date: December 29, 1992, 352 Items
Third Closing Date: April 30, 1993, 120 Items

ASSETS: 650 new and 120 used high side rotary dump gondola railcars, as listed in Exhibit B to the Railcar Lease

PURCHASE PRICE OF ASSETS: \$45,002 per railcar (new)
\$43,366 per railcar (used)

INTERIM TERM COMMENCEMENT DATE: First Closing: November 30, 1992
Second Closing: December 23, 1992
Third Closing: April 30, 1993

BASIC TERM COMMENCEMENT DATE: May 28, 1993

BASIC TERM: Twenty years

INTERIM INTEREST: Interest only on Notes, payable by the Lessor on May 28, 1993.

INTERIM RENT: 0.100% of Equipment Cost, payable by Lessee on May 28, 1993

FIXED RENT DURING THE BASIC TERM: As set forth in Exhibit C to the Railcar Lease, as amended.

INTEREST RATE ON NOTES: 7.77%

PERCENTAGE OF PURCHASE PRICE OF ASSETS FUNDED BY NOTES: 75.28662097%

AMORTIZATION OF NOTES: As set forth in Annex 2 of the Security Agreement, as amended.

TAX ASSUMPTIONS: As set forth in Section 1.1 of the Tax Indemnification Agreement.

ASSUMED TRANSACTION COSTS: \$236,767.64 First and Second Closing
\$70,000 Third Closing

SCHEDULE OF FIXED RENT

With respect to the Items of Equipment
 financed on the First Closing Date and
 the Second Closing Date

RENT PAYMENT DATE	TOTAL RENT	ADVANCE RENT	ARREARS RENT
28 Nov 1993	2.92488522		2.92488522
28 May 1994	4.77429748		4.77429748
28 Nov 1994	2.85303556		2.85303556
28 May 1995	4.84614715		4.84614715
28 Nov 1995	2.77560317		2.77560317
28 May 1996	4.92357953		4.92357953
28 Nov 1996	2.69215429		2.69215429
28 May 1997	5.00702841		5.00702841
28 Nov 1997	2.60222143	0.29246662	2.30975481
28 May 1998	5.09696127		5.09696127
28 Nov 1998	2.50530079	0.19554598	2.30975481
28 May 1999	5.19388192		5.19388192
28 Nov 1999	2.40084941	0.09109460	2.30975481
28 May 2000	5.29833329		5.29833329
28 Nov 2000	2.30975481		2.30975481
28 May 2001	5.38942789		5.38942789
28 Nov 2001	2.30975481		2.30975481
28 May 2002	5.38942789		5.38942789
28 Nov 2002	2.30975481		2.30975481
28 May 2003	5.38942789		5.38942789
28 Nov 2003	2.82303366		2.82303366
28 May 2004	6.58707854		6.58707854
28 Nov 2004	2.82303366		2.82303366
28 May 2005	6.58707854		6.58707854
28 Nov 2005	2.82303366		2.82303366
28 May 2006	6.58707854		6.58707854
28 Nov 2006	2.82303366		2.82303366
28 May 2007	6.58707854		6.58707854
28 Nov 2007	2.82303366		2.82303366
28 May 2008	8.19146395	1.60438542	6.58707854
28 Nov 2008	1.21864824		1.21864824
28 May 2009	8.47330746	1.88622893	6.58707854
28 Nov 2009	0.93680473		0.93680473
28 May 2010	8.77793539	2.19085685	6.58707854
28 Nov 2010	0.63217681		0.63217681
28 May 2011	9.10718964	2.52011110	6.58707854
28 Nov 2011	0.30292256		0.30292256
28 May 2012	9.41011220	2.82303366	6.58707854
28 Nov 2012	0.00000000		
28 May 2013	6.58707854		6.58707854

SCHEDULE OF FIXED RENT

With respect to the Items of Equipment
financed on the Third Closing Date

Rental Date	No.	Total Rent	Advance Rent	Arrears Rent	% of Rent in Arrears
28 May 1993	1	0.10000000		0.10000000	100.00000000
28 Nov 1993	2	2.92488522		2.92488522	100.00000000
28 May 1994	3	4.83521040		4.83521040	100.00000000
28 Nov 1994	4	2.91657228		2.91657228	100.00000000
28 May 1995	5	4.84352335		4.84352335	100.00000000
28 Nov 1995	6	2.84171023		2.84171023	100.00000000
28 May 1996	7	4.91838540		4.91838540	100.00000000
28 Nov 1996	8	2.76103140		2.76103140	100.00000000
28 May 1997	9	4.99906423		4.99906423	100.00000000
28 Nov 1997	10	2.67408382		2.67408382	100.00000000
28 May 1998	11	5.08601181		5.08601181	100.00000000
28 Nov 1998	12	2.58038042		2.58038042	100.00000000
28 May 1999	13	5.17971521		5.17971521	100.00000000
28 Nov 1999	14	2.47939626		2.47939626	100.00000000
28 May 2000	15	5.28069936		5.28069936	100.00000000
28 Nov 2000	16	2.37056564		2.37056564	100.00000000
28 May 2001	17	5.38952999		5.38952999	100.00000000
28 Nov 2001	18	2.25327887		2.25327887	100.00000000
28 May 2002	19	5.50681676		5.50681676	100.00000000
28 Nov 2002	20	2.13787227		2.13787227	100.00000000
28 May 2003	21	5.62222336		5.62222336	100.00000000
28 Nov 2003	22	2.05642931		2.05642931	100.00000000
28 May 2004	23	7.42813202		7.42813202	100.00000000
28 Nov 2004	24	1.91721821		1.91721821	100.00000000
28 May 2005	25	7.56734311		7.56734311	100.00000000
28 Nov 2005	26	1.78298418		1.78298418	100.00000000
28 May 2006	27	7.70157714		7.70157714	100.00000000
28 Nov 2006	28	1.64258628		1.64258628	100.00000000
28 May 2007	29	7.84197504		7.84197504	100.00000000
28 Nov 2007	30	1.49557976		1.49557976	100.00000000
28 May 2008	31	7.98898156		7.98898156	100.00000000
28 Nov 2008	32	1.34165134		1.34165134	100.00000000
28 May 2009	33	8.14290998		8.14290998	100.00000000
28 Nov 2009	34	1.12716851		1.12716851	100.00000000
28 May 2010	35	8.35739281		8.35739281	100.00000000
28 Nov 2010	36	0.94845613		0.94845613	100.00000000
28 May 2011	37	8.53610519		8.53610519	100.00000000
28 Nov 2011	38	0.94845613		0.94845613	100.00000000
28 May 2012	39	17.06939652	8.53329132	8.53610519	50.00824243
28 Nov 2012	40	0.95127000	0.95127000		0.00000000
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		172.54656952	9.48456132	163.06200820	

**SCHEDULE OF
STIPULATED LOSS VALUE
AND TERMINATION VALUE**

**STIPULATED LOSS VALUE OR TERMINATION VALUE AS A PERCENTAGE OF THE
PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT FOR
SUCH ITEM DUE ON SUCH DATE)**

With respect to the Items of Equipment
financed on the First Closing Date and
the Second Closing Date

With respect to the Items of Equipment
financed on the Third Closing Date

May 28 1993	107.20178	May 28 1993	102.38288
Nov 28 1993	108.71934	Nov 28 1993	104.37794
May 28 1994	108.05329	May 28 1994	104.32203
Nov 28 1994	109.00928	Nov 28 1994	105.70867
May 28 1995	107.79660	May 28 1995	104.93906
Nov 28 1995	108.42542	Nov 28 1995	105.87267
May 28 1996	106.78841	May 28 1996	104.55438
Nov 28 1996	107.20154	Nov 28 1996	105.16163
May 28 1997	105.21926	May 28 1997	103.41412
Nov 28 1997	105.74921	Nov 28 1997	103.81326
May 28 1998	103.11117	May 28 1998	101.71923
Nov 28 1998	103.34879	Nov 28 1998	101.93720
May 28 1999	100.46469	May 28 1999	99.46796
Nov 28 1999	100.55579	Nov 28 1999	99.49177
May 28 2000	97.56721	May 28 2000	96.69047
Nov 28 2000	97.54574	Nov 28 2000	96.69047
May 28 2001	94.44779	May 28 2001	93.67151
Nov 28 2001	94.33133	Nov 28 2001	93.67151
May 28 2002	91.17468	May 28 2002	90.41797
Nov 28 2002	90.97015	Nov 28 2002	90.42975
May 28 2003	87.73227	May 28 2003	87.00819
Nov 28 2003	86.94005	Nov 28 2003	87.00744
May 28 2004	82.39429	May 28 2004	81.71126
Nov 28 2004	81.47547	Nov 28 2004	81.71275
May 28 2005	76.80089	May 28 2005	76.16529
Nov 28 2005	75.74840	Nov 28 2005	76.16255
May 28 2006	70.93640	May 28 2006	70.35188
Nov 28 2006	69.74553	Nov 28 2006	70.34895
May 28 2007	64.81573	May 28 2007	64.26267
Nov 28 2007	63.49778	Nov 28 2007	64.25961
May 28 2008	58.41337	May 28 2008	57.88473
Nov 28 2008	56.91341	Nov 28 2008	57.88152
May 28 2009	51.77266	May 28 2009	51.20452
Nov 28 2009	50.25437	Nov 28 2009	51.32868
May 28 2010	45.10356	May 28 2010	44.35243
Nov 28 2010	43.57689	Nov 28 2010	44.64674
May 28 2011	38.44219	May 28 2011	37.48354
Nov 28 2011	36.93493	Nov 28 2011	37.77864
May 28 2012	31.84743	May 28 2012	30.64865
Nov 28 2012	30.31423	Nov 28 2012	23.01589
May 28 2013	25.00000	May 28 2013	23.00000