

RECORDATION NO. 20905-F FILED

DEC 18 '97

11-10 AM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

DEC 18 11 09 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

C. Counterpart - K. Bantman

December 18, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Acceptance Certificate No. 5, dated December 18, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Equipment Lease Agreement which was previously filed with the Board under Recordation Number 20905.

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

Lessor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Lessee: Montell USA Inc.
2801 Centerville Road
Wilmington, Delaware 19850

A description of the railroad equipment covered by the enclosed document is:

fifty-seven (57) MLLX hopper cars set forth on the schedule attached hereto

Mr. Vernon A. Williams
December 18, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

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LEASE ACCEPTANCE CERTIFICATE

Lease Acceptance Certificate No. 5 dated December 18, 1997, executed and delivered under the Master Lease Agreement between First Security Bank, N.A., not in its individual capacity except as specifically provided in the Lease, and otherwise solely as Owner Trustee (Lessor) and MONTELL USA Inc. (Lessee). Capitalized terms used and not defined herein shall be given the meaning assigned in the Master Equipment Lease Agreement referred to above (the "Lease").

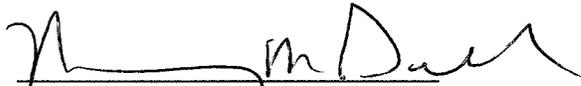
1. Lessor hereby leases to Lessee, and Lessee hereby leases from Lessor, the Equipment shown on the attached schedule which, among other things, (a) lists the Manufacturer, model number, serial number and other specifications of such Equipment, (b) states the individual Equipment Cost of such Equipment and the aggregate Equipment Cost of such Equipment, and (c) states the Interim Rent, as applicable, and Basic Rent and Stipulated Loss Value for such Equipment. Lessee confirms that it has sole responsibility for inspecting such Equipment and satisfying itself that it is in the condition required by the relevant Purchase Agreement, and has provided Lessor with copies of the acceptance documentation.

2. Lessee shall have the option to purchase all Equipment covered by this Lease Acceptance Certificate on January 1, 2015. The Purchase Option Price for such purchase option shall be (intentionally left blank) of aggregate Equipment Cost for the Equipment covered by this Lease Acceptance Certificate.

IN WITNESS WHEREOF, the parties hereto have delivered this Lease Acceptance Certificate No. 5 on the date first written above.

FIRST SECURITY BANK, N.A.
not in its individual
capacity except as specifically
provided in the Lease, and otherwise
solely as Owner Trustee
(Lessor)

MONTELL USA INC.
(Lessee)

By: 

By: _____

Name: **Nancy M. Dahl**
Title: **Vice President**

Name:
Title:

Subscribed and sworn before me
this 9th day of December, 1997

Subscribed and sworn before me
this ____ day of December, 1997





IN WITNESS WHEREOF, the parties hereto have delivered this Lease Acceptance Certificate No. 5 on the date first written above.

FIRST SECURITY BANK, N.A.
not in its individual
capacity except as specifically
provided in the Lease, and otherwise
solely as Owner Trustee
(Lessor)

MONTELL USA INC.
(Lessee)

By: _____

Name:

Title:

By: Carol G. Illingworth

Name: CAROL G. ILLINGWORTH

Title: MANAGER, RAIL FLEET

Subscribed and sworn before me
this ____ day of December, 1997

Subscribed and sworn before me
this 10th day of December, 1997

Elizabeth R. Brown

ELIZABETH R. BROWN
NOTARY PUBLIC-DELAWARE
MY COMMISSION EXPIRES APRIL 24, 2000

MONTELL FUNDING
DECEMBER 18, 1997

SCHEDULE

Manufacturer	Model	Specifications	Serial Number	Car Marks
1 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98604	MLLX: 98604
2 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98626	MLLX: 98626
3 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98627	MLLX: 98627
4 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98628	MLLX: 98628
5 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98631	MLLX: 98631
6 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98632	MLLX: 98632
7 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98635	MLLX: 98635
8 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98636	MLLX: 98636
9 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98638	MLLX: 98638
10 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98639	MLLX: 98639
11 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98642	MLLX: 98642
12 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98643	MLLX: 98643
13 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98649	MLLX: 98649
14 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98652	MLLX: 98652
15 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98657	MLLX: 98657
16 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98658	MLLX: 98658
17 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98659	MLLX: 98659
18 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98660	MLLX: 98660
19 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98661	MLLX: 98661
20 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98662	MLLX: 98662
21 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98663	MLLX: 98663
22 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98664	MLLX: 98664
23 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98665	MLLX: 98665
24 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98666	MLLX: 98666
25 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98667	MLLX: 98667
26 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98668	MLLX: 98668
27 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98669	MLLX: 98669
28 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98670	MLLX: 98670
29 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98671	MLLX: 98671
30 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98672	MLLX: 98672
31 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98673	MLLX: 98673
32 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98674	MLLX: 98674
33 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98675	MLLX: 98675
34 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98676	MLLX: 98676
35 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98677	MLLX: 98677
36 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98678	MLLX: 98678
37 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98679	MLLX: 98679
38 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98680	MLLX: 98680
39 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98681	MLLX: 98681
40 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98682	MLLX: 98682
41 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98683	MLLX: 98683
42 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98684	MLLX: 98684
43 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98685	MLLX: 98685
44 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98686	MLLX: 98686
45 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98687	MLLX: 98687
46 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98688	MLLX: 98688
47 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98689	MLLX: 98689
48 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98690	MLLX: 98690
49 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98691	MLLX: 98691
50 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98692	MLLX: 98692
51 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98693	MLLX: 98693
52 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98694	MLLX: 98694
53 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98695	MLLX: 98695
54 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98696	MLLX: 98696
55 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98697	MLLX: 98697
56 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98698	MLLX: 98698
57 Union Tank Car Company	Plastic Covered Hopper Car	6270 C.F. Plastic Car	98699	MLLX: 98699

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