RECORDATION NO. 21352-C FILED

MAY 15 '98 10-45 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
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WASHINGTON, D.C.
20006-2973

(202) 393-2266
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

Original - Counterparts

May 15, 1998

RECEIVED SURFACE TRANSPORTATION BOARD
MAY 15 10 44 AM '98

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 three (3) copies of a Lease Acceptance Certificate-[A], dated May 15, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement-[A] previously filed with the Board under Recordation Number 21352.

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:

143 railcars identified on Schedule 1-2 attached to the Acceptance Certificate

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO 21352-C FILED

MAY 15 '98 10-45 AM

LEASE ACCEPTANCE CERTIFICATE-[A]

Master Equipment
Lease Agreement-[A] dated
as of April 27, 1998

Lease Acceptance Certificate-[A] No. 2 dated May 15, 1998, executed and delivered under the Master Lease Agreement-[A] 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) and the Schedule thereto. 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 Schedule 1-2 hereto which, among other things, (a) lists the Manufacturer, model number, serial number and other specifications of such Equipment and (b) states the individual Equipment Cost of such Equipment (including the freight cost). 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, that it has inspected the Equipment and so satisfied itself and has provided Lessor with copies of the acceptance documentation under which it has accepted the Equipment from the Manufacturer thereof.

2. The Total Equipment Cost of the Equipment delivered hereunder and listed in Schedule 1-2 hereto is $9,039,745.00. Concurrently with delivery of this Lease Acceptance Certificate, the Lessor has paid the Total Equipment Cost to the relevant Manufacturer(s).

3 LIBOR for purposes of determining the Interim Rent is _____% from the date hereof until the last day of the month in which this Lease Acceptance Certificate is delivered.

4. Lessee confirms that by its execution and delivery of this Lease Acceptance Certificate, Lessee hereby irrevocably accepts delivery of the Equipment listed in Schedule 1-2 hereto to it for purposes of the Lease.

IN WITNESS WHEREOF, the parties hereto have delivered this Lease Acceptance Certificate 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)

By: _____

Name: Val T. Orton

Title: VICE PRESIDENT

MONTELL USA INC.
(Lessee)

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have delivered this Lease Acceptance Certificate 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)

By: _____

Name: _____

Title: _____

MONTELL USA INC.
(Lessee)

By: Carol G. Illingworth

Name: CAROL G. ILLINGWORTH

Title: Manager, Rail Fleet

MONTELL FUNDING
May 15, 1998 Funding

SCHEDULE 1-2

	Manufacturer	Model	Specifications	Serial Number	Car Marks	Equipment Cost per Unit Cost	Car Cost	Freight Cost
1	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10021	MLLX: 10021	63,215.00	61,895.00	1,320.00
2	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10028	MLLX: 10028	63,215.00	61,895.00	1,320.00
3	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10029	MLLX: 10029	63,215.00	61,895.00	1,320.00
4	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10135	MLLX: 10135	63,215.00	61,895.00	1,320.00
5	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10136	MLLX: 10136	63,215.00	61,895.00	1,320.00
6	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10137	MLLX: 10137	63,215.00	61,895.00	1,320.00
7	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10138	MLLX: 10138	63,215.00	61,895.00	1,320.00
8	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10140	MLLX: 10140	63,215.00	61,895.00	1,320.00
9	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10144	MLLX: 10144	63,215.00	61,895.00	1,320.00
10	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10145	MLLX: 10145	63,215.00	61,895.00	1,320.00
11	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10147	MLLX: 10147	63,215.00	61,895.00	1,320.00
12	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10148	MLLX: 10148	63,215.00	61,895.00	1,320.00
13	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10151	MLLX: 10151	63,215.00	61,895.00	1,320.00
14	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10152	MLLX: 10152	63,215.00	61,895.00	1,320.00
15	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10153	MLLX: 10153	63,215.00	61,895.00	1,320.00
16	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10154	MLLX: 10154	63,215.00	61,895.00	1,320.00
17	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10156	MLLX: 10156	63,215.00	61,895.00	1,320.00
18	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10160	MLLX: 10160	63,215.00	61,895.00	1,320.00
19	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10162	MLLX: 10162	63,215.00	61,895.00	1,320.00
20	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10163	MLLX: 10163	63,215.00	61,895.00	1,320.00
21	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10166	MLLX: 10166	63,215.00	61,895.00	1,320.00
22	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10167	MLLX: 10167	63,215.00	61,895.00	1,320.00
23	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10168	MLLX: 10168	63,215.00	61,895.00	1,320.00
24	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10170	MLLX: 10170	63,215.00	61,895.00	1,320.00
25	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10171	MLLX: 10171	63,215.00	61,895.00	1,320.00
26	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10172	MLLX: 10172	63,215.00	61,895.00	1,320.00
27	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10176	MLLX: 10176	63,215.00	61,895.00	1,320.00
28	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10179	MLLX: 10179	63,215.00	61,895.00	1,320.00
29	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10181	MLLX: 10181	63,215.00	61,895.00	1,320.00
30	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10182	MLLX: 10182	63,215.00	61,895.00	1,320.00
31	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10183	MLLX: 10183	63,215.00	61,895.00	1,320.00
32	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10184	MLLX: 10184	63,215.00	61,895.00	1,320.00
33	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10185	MLLX: 10185	63,215.00	61,895.00	1,320.00
34	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10187	MLLX: 10187	63,215.00	61,895.00	1,320.00
35	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10188	MLLX: 10188	63,215.00	61,895.00	1,320.00
36	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10189	MLLX: 10189	63,215.00	61,895.00	1,320.00
37	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10190	MLLX: 10190	63,215.00	61,895.00	1,320.00
38	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10191	MLLX: 10191	63,215.00	61,895.00	1,320.00
39	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10192	MLLX: 10192	63,215.00	61,895.00	1,320.00
40	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10193	MLLX: 10193	63,215.00	61,895.00	1,320.00
41	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10194	MLLX: 10194	63,215.00	61,895.00	1,320.00
42	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10195	MLLX: 10195	63,215.00	61,895.00	1,320.00
43	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10196	MLLX: 10196	63,215.00	61,895.00	1,320.00
44	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10197	MLLX: 10197	63,215.00	61,895.00	1,320.00
45	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10198	MLLX: 10198	63,215.00	61,895.00	1,320.00
46	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10199	MLLX: 10199	63,215.00	61,895.00	1,320.00
47	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10200	MLLX: 10200	63,215.00	61,895.00	1,320.00
48	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10201	MLLX: 10201	63,215.00	61,895.00	1,320.00
49	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10202	MLLX: 10202	63,215.00	61,895.00	1,320.00
50	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10203	MLLX: 10203	63,215.00	61,895.00	1,320.00

MONTELL FUNDING
May 15, 1998 Funding

SCHEDULE 1-2

	Manufacturer	Model	Specifications	Serial Number	Car Marks	Equipment Cost per Unit Cost	Car Cost	Freight Cost
51	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10204	MLLX: 10204	63,215.00	61,895.00	1,320.00
52	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10205	MLLX: 10205	63,215.00	61,895.00	1,320.00
53	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10206	MLLX: 10206	63,215.00	61,895.00	1,320.00
54	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10207	MLLX: 10207	63,215.00	61,895.00	1,320.00
55	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10208	MLLX: 10208	63,215.00	61,895.00	1,320.00
56	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10209	MLLX: 10209	63,215.00	61,895.00	1,320.00
57	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10210	MLLX: 10210	63,215.00	61,895.00	1,320.00
58	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10212	MLLX: 10212	63,215.00	61,895.00	1,320.00
59	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10213	MLLX: 10213	63,215.00	61,895.00	1,320.00
60	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10214	MLLX: 10214	63,215.00	61,895.00	1,320.00
61	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10215	MLLX: 10215	63,215.00	61,895.00	1,320.00
62	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10216	MLLX: 10216	63,215.00	61,895.00	1,320.00
63	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10217	MLLX: 10217	63,215.00	61,895.00	1,320.00
64	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10218	MLLX: 10218	63,215.00	61,895.00	1,320.00
65	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10219	MLLX: 10219	63,215.00	61,895.00	1,320.00
66	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10220	MLLX: 10220	63,215.00	61,895.00	1,320.00
67	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10222	MLLX: 10222	63,215.00	61,895.00	1,320.00
68	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10223	MLLX: 10223	63,215.00	61,895.00	1,320.00
69	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10224	MLLX: 10224	63,215.00	61,895.00	1,320.00
70	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10226	MLLX: 10226	63,215.00	61,895.00	1,320.00
71	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10230	MLLX: 10230	63,215.00	61,895.00	1,320.00
72	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10231	MLLX: 10231	63,215.00	61,895.00	1,320.00
73	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10233	MLLX: 10233	63,215.00	61,895.00	1,320.00
74	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10178	MLLX: 10178	63,215.00	61,895.00	1,320.00
75	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10232	MLLX: 10232	63,215.00	61,895.00	1,320.00
76	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10234	MLLX: 10234	63,215.00	61,895.00	1,320.00
77	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10235	MLLX: 10235	63,215.00	61,895.00	1,320.00
78	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10236	MLLX: 10236	63,215.00	61,895.00	1,320.00
79	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10238	MLLX: 10238	63,215.00	61,895.00	1,320.00
80	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10239	MLLX: 10239	63,215.00	61,895.00	1,320.00
81	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10240	MLLX: 10240	63,215.00	61,895.00	1,320.00
82	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10241	MLLX: 10241	63,215.00	61,895.00	1,320.00
83	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10175	MLLX: 10175	63,215.00	61,895.00	1,320.00
84	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10237	MLLX: 10237	63,215.00	61,895.00	1,320.00
85	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10242	MLLX: 10242	63,215.00	61,895.00	1,320.00
86	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10244	MLLX: 10244	63,215.00	61,895.00	1,320.00
87	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10245	MLLX: 10245	63,215.00	61,895.00	1,320.00
88	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10246	MLLX: 10246	63,215.00	61,895.00	1,320.00
89	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10247	MLLX: 10247	63,215.00	61,895.00	1,320.00
90	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10248	MLLX: 10248	63,215.00	61,895.00	1,320.00
91	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10249	MLLX: 10249	63,215.00	61,895.00	1,320.00
92	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10250	MLLX: 10250	63,215.00	61,895.00	1,320.00
93	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10251	MLLX: 10251	63,215.00	61,895.00	1,320.00
94	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10243	MLLX: 10243	63,215.00	61,895.00	1,320.00
95	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10173	MLLX: 10173	63,215.00	61,895.00	1,320.00
96	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10174	MLLX: 10174	63,215.00	61,895.00	1,320.00
97	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10177	MLLX: 10177	63,215.00	61,895.00	1,320.00
98	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10180	MLLX: 10180	63,215.00	61,895.00	1,320.00
99	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10227	MLLX: 10227	63,215.00	61,895.00	1,320.00
100	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10253	MLLX: 10253	63,215.00	61,895.00	1,320.00

MONTELL FUNDING
May 15, 1998 Funding

SCHEDULE 1-2

	Manufacturer	Model	Specifications	Serial Number	Car Marks	Equipment Cost per Unit Cost	Car Cost	Freight Cost
101	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10254	MLLX: 10254	63,215.00	61,895.00	1,320.00
102	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10255	MLLX: 10255	63,215.00	61,895.00	1,320.00
103	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10257	MLLX: 10257	63,215.00	61,895.00	1,320.00
104	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10258	MLLX: 10258	63,215.00	61,895.00	1,320.00
105	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10259	MLLX: 10259	63,215.00	61,895.00	1,320.00
106	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10262	MLLX: 10262	63,215.00	61,895.00	1,320.00
107	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10034	MLLX: 10034	63,215.00	61,895.00	1,320.00
108	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10158	MLLX: 10158	63,215.00	61,895.00	1,320.00
109	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10256	MLLX: 10256	63,215.00	61,895.00	1,320.00
110	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10261	MLLX: 10261	63,215.00	61,895.00	1,320.00
111	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10263	MLLX: 10263	63,215.00	61,895.00	1,320.00
112	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10264	MLLX: 10264	63,215.00	61,895.00	1,320.00
113	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10265	MLLX: 10265	63,215.00	61,895.00	1,320.00
114	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10267	MLLX: 10267	63,215.00	61,895.00	1,320.00
115	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10269	MLLX: 10269	63,215.00	61,895.00	1,320.00
116	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10270	MLLX: 10270	63,215.00	61,895.00	1,320.00
117	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10022	MLLX: 10022	63,215.00	61,895.00	1,320.00
118	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10157	MLLX: 10157	63,215.00	61,895.00	1,320.00
119	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10272	MLLX: 10272	63,215.00	61,895.00	1,320.00
120	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10273	MLLX: 10273	63,215.00	61,895.00	1,320.00
121	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10276	MLLX: 10276	63,215.00	61,895.00	1,320.00
122	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10277	MLLX: 10277	63,215.00	61,895.00	1,320.00
123	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10278	MLLX: 10278	63,215.00	61,895.00	1,320.00
124	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10279	MLLX: 10279	63,215.00	61,895.00	1,320.00
125	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10280	MLLX: 10280	63,215.00	61,895.00	1,320.00
126	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10281	MLLX: 10281	63,215.00	61,895.00	1,320.00
127	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10283	MLLX: 10283	63,215.00	61,895.00	1,320.00
128	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10274	MLLX: 10274	63,215.00	61,895.00	1,320.00
129	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10275	MLLX: 10275	63,215.00	61,895.00	1,320.00
130	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10282	MLLX: 10282	63,215.00	61,895.00	1,320.00
131	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10284	MLLX: 10284	63,215.00	61,895.00	1,320.00
132	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10285	MLLX: 10285	63,215.00	61,895.00	1,320.00
133	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10286	MLLX: 10286	63,215.00	61,895.00	1,320.00
134	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10287	MLLX: 10287	63,215.00	61,895.00	1,320.00
135	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10288	MLLX: 10288	63,215.00	61,895.00	1,320.00
136	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10289	MLLX: 10289	63,215.00	61,895.00	1,320.00
137	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10290	MLLX: 10290	63,215.00	61,895.00	1,320.00
138	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10271	MLLX: 10271	63,215.00	61,895.00	1,320.00
139	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10291	MLLX: 10291	63,215.00	61,895.00	1,320.00
140	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10292	MLLX: 10292	63,215.00	61,895.00	1,320.00
141	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10294	MLLX: 10294	63,215.00	61,895.00	1,320.00
142	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10295	MLLX: 10295	63,215.00	61,895.00	1,320.00
143	National Steel Car Limited	Plastic Pellet Hopper Car	110 Ton, 6,245 cu. ft Pellet Hopper Car	10296	MLLX: 10296	63,215.00	61,895.00	1,320.00
			TOTAL:			9,039,745.00	8,850,985.00	188,760.00

District of Columbia)
) ss:
City of Washington)

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Lease Acceptance Certificate-[A] No. 2", dated May 15, 1998, 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., as Lessee, is a true and complete copy of the original thereof.

Certified this 14th day of May, 1998.

Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000