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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 21762 FILED
OCT 30 '98 10-11 AM

Counterpart - Original

October 30, 1998

RECORDATION NO. 21762-A,B FILED
OCT 30 '98 10-11 AM

RECEIVED
OCT 30 10 11 AM
SURFACE TRANSPORTATION BOARD

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 Master Equipment Lease Agreement-[C], dated as of April 27, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of Lease Schedule-[C] No. One, dated April 27, 1998, and Lease Acceptance Certificate-[C] No. One, dated April 27, 1998, secondary documents related thereto.

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

Lessor: First Security Bank, N. A.
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 documents is:

set forth on Schedule 1 attached to the Lease Acceptance Certificate-[C]

Also enclosed is a check in the amount of $78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21762 FILED B

OCT 30 '98 10-11 AM

LEASE ACCEPTANCE CERTIFICATE-[C]

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

Lease Acceptance Certificate-[C] No. 1 dated April 27, 1998, executed and delivered under the Master Lease Agreement-[C] 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 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 hereto is $11,988,196.00. 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 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: Carl G. Illingworth

Name: C.G. ILLINGWORTH

Title: Manager, Rail Fleet

MONTELL FUNDING
October 30, 1998

SCHEDULE 1

	Manufacturer	Model	Specifications	Serial Number	Car Marks		Equipment Cost per Unit Cost	Car Cost	Freight Cost
1	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10622	MLLX:	10622	64,172.41	63,618.00	554.41
2	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10632	MLLX:	10632	64,172.41	63,618.00	554.41
3	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10696	MLLX:	10696	64,172.41	63,618.00	554.41
4	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10703	MLLX:	10703	64,172.41	63,618.00	554.41
5	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10712	MLLX:	10712	64,172.41	63,618.00	554.41
6	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10716	MLLX:	10716	64,172.41	63,618.00	554.41
7	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10728	MLLX:	10728	64,172.41	63,618.00	554.41
8	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10729	MLLX:	10729	64,172.41	63,618.00	554.41
9	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10732	MLLX:	10732	64,172.41	63,618.00	554.41
10	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10733	MLLX:	10733	64,172.41	63,618.00	554.41
11	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10734	MLLX:	10734	64,172.41	63,618.00	554.41
12	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10735	MLLX:	10735	64,172.41	63,618.00	554.41
13	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10736	MLLX:	10736	64,172.41	63,618.00	554.41
14	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10739	MLLX:	10739	64,172.41	63,618.00	554.41
15	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10750	MLLX:	10750	64,172.41	63,618.00	554.41
16	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10753	MLLX:	10753	64,172.41	63,618.00	554.41
17	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10756	MLLX:	10756	64,172.41	63,618.00	554.41
18	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10759	MLLX:	10759	64,172.41	63,618.00	554.41
19	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10760	MLLX:	10760	64,172.41	63,618.00	554.41
20	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10761	MLLX:	10761	64,172.41	63,618.00	554.41
21	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10762	MLLX:	10762	64,172.41	63,618.00	554.41
22	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10763	MLLX:	10763	64,172.41	63,618.00	554.41
23	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10764	MLLX:	10764	64,172.41	63,618.00	554.41
24	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10765	MLLX:	10765	64,172.41	63,618.00	554.41
25	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10766	MLLX:	10766	64,172.41	63,618.00	554.41
26	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10768	MLLX:	10768	64,172.41	63,618.00	554.41
27	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10769	MLLX:	10769	64,172.41	63,618.00	554.41
28	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10770	MLLX:	10770	64,172.41	63,618.00	554.41
29	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10771	MLLX:	10771	64,172.41	63,618.00	554.41
30	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10772	MLLX:	10772	64,172.41	63,618.00	554.41
31	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10773	MLLX:	10773	64,172.41	63,618.00	554.41
32	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10774	MLLX:	10774	64,172.41	63,618.00	554.41
33	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10775	MLLX:	10775	64,172.41	63,618.00	554.41
34	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10776	MLLX:	10776	64,172.41	63,618.00	554.41
35	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10777	MLLX:	10777	64,172.41	63,618.00	554.41
36	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10778	MLLX:	10778	64,172.41	63,618.00	554.41
37	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10779	MLLX:	10779	64,172.41	63,618.00	554.41
38	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10780	MLLX:	10780	64,172.41	63,618.00	554.41
39	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10781	MLLX:	10781	64,172.41	63,618.00	554.41
40	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10782	MLLX:	10782	64,172.41	63,618.00	554.41
41	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10783	MLLX:	10783	64,172.41	63,618.00	554.41
42	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10784	MLLX:	10784	64,172.41	63,618.00	554.41
43	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10785	MLLX:	10785	64,172.41	63,618.00	554.41
44	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10786	MLLX:	10786	64,172.41	63,618.00	554.41
45	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10787	MLLX:	10787	64,172.41	63,618.00	554.41
46	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10788	MLLX:	10788	64,172.41	63,618.00	554.41
47	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10789	MLLX:	10789	64,172.41	63,618.00	554.41
48	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10790	MLLX:	10790	64,172.41	63,618.00	554.41
49	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10791	MLLX:	10791	64,172.41	63,618.00	554.41
50	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10792	MLLX:	10792	64,172.41	63,618.00	554.41
51	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10794	MLLX:	10794	64,172.41	63,618.00	554.41
52	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10795	MLLX:	10795	64,172.41	63,618.00	554.41

MONTELL FUNDING
October 30, 1998

SCHEDULE 1

	Manufacturer	Model	Specifications	Serial Number	Car Marks	Equipment Cost per Unit Cost	Car Cost	Freight Cost
53	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10796	MLLX: 10796	64,172.41	63,618.00	554.41
54	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10797	MLLX: 10797	64,172.41	63,618.00	554.41
55	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10798	MLLX: 10798	64,172.41	63,618.00	554.41
56	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10799	MLLX: 10799	64,172.41	63,618.00	554.41
57	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10800	MLLX: 10800	64,172.41	63,618.00	554.41
58	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10801	MLLX: 10801	64,172.41	63,618.00	554.41
59	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10802	MLLX: 10802	64,172.41	63,618.00	554.41
60	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10803	MLLX: 10803	64,172.41	63,618.00	554.41
61	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10804	MLLX: 10804	64,172.41	63,618.00	554.41
62	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10805	MLLX: 10805	64,172.41	63,618.00	554.41
63	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10806	MLLX: 10806	64,172.41	63,618.00	554.41
64	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10807	MLLX: 10807	64,172.41	63,618.00	554.41
65	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10808	MLLX: 10808	64,172.41	63,618.00	554.41
66	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10809	MLLX: 10809	64,172.41	63,618.00	554.41
67	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10810	MLLX: 10810	64,172.41	63,618.00	554.41
68	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10811	MLLX: 10811	64,172.41	63,618.00	554.41
69	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10812	MLLX: 10812	64,172.41	63,618.00	554.41
70	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10813	MLLX: 10813	64,172.41	63,618.00	554.41
71	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10814	MLLX: 10814	64,172.41	63,618.00	554.41
72	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10815	MLLX: 10815	64,172.41	63,618.00	554.41
73	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10816	MLLX: 10816	64,172.41	63,618.00	554.41
74	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10817	MLLX: 10817	64,172.41	63,618.00	554.41
75	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10818	MLLX: 10818	64,172.41	63,618.00	554.41
76	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10819	MLLX: 10819	64,172.41	63,618.00	554.41
77	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10820	MLLX: 10820	64,172.41	63,618.00	554.41
78	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10821	MLLX: 10821	64,172.41	63,618.00	554.41
79	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10822	MLLX: 10822	64,172.41	63,618.00	554.41
80	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10823	MLLX: 10823	64,172.41	63,618.00	554.41
81	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10824	MLLX: 10824	64,172.41	63,618.00	554.41
82	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10825	MLLX: 10825	64,172.41	63,618.00	554.41
83	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10826	MLLX: 10826	64,172.41	63,618.00	554.41
84	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10827	MLLX: 10827	64,172.41	63,618.00	554.41
85	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10828	MLLX: 10828	64,172.41	63,618.00	554.41
86	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10829	MLLX: 10829	64,172.41	63,618.00	554.41
87	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10830	MLLX: 10830	64,172.41	63,618.00	554.41
88	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10831	MLLX: 10831	64,172.41	63,618.00	554.41
89	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10832	MLLX: 10832	64,172.41	63,618.00	554.41
90	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10833	MLLX: 10833	64,172.41	63,618.00	554.41
91	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10834	MLLX: 10834	64,172.41	63,618.00	554.41
92	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10835	MLLX: 10835	64,172.41	63,618.00	554.41
93	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10836	MLLX: 10836	64,172.41	63,618.00	554.41
94	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10837	MLLX: 10837	64,172.41	63,618.00	554.41
95	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10838	MLLX: 10838	64,172.41	63,618.00	554.41
96	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10839	MLLX: 10839	64,172.41	63,618.00	554.41
97	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10840	MLLX: 10840	64,172.41	63,618.00	554.41
98	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10841	MLLX: 10841	64,172.41	63,618.00	554.41
99	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10842	MLLX: 10842	64,172.41	63,618.00	554.41
100	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10843	MLLX: 10843	64,172.41	63,618.00	554.41
101	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10844	MLLX: 10844	64,172.41	63,618.00	554.41
102	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10845	MLLX: 10845	64,172.41	63,618.00	554.41
103	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10846	MLLX: 10846	64,172.41	63,618.00	554.41
104	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10847	MLLX: 10847	64,172.41	63,618.00	554.41

MONTELL FUNDING
October 30, 1998

SCHEDULE 1

	Manufacturer	Model	Specifications	Serial Number	Car Marks		Equipment Cost per Unit Cost	Car Cost	Freight Cost
105	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10848	MLLX:	10848	64,172.41	63,618.00	554.41
106	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10849	MLLX:	10849	64,172.41	63,618.00	554.41
107	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10851	MLLX:	10851	64,172.41	63,618.00	554.41
108	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10852	MLLX:	10852	64,172.41	63,618.00	554.41
109	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10853	MLLX:	10853	64,172.41	63,618.00	554.41
110	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10854	MLLX:	10854	64,172.41	63,618.00	554.41
111	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10855	MLLX:	10855	64,172.41	63,618.00	554.41
112	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10856	MLLX:	10856	64,172.41	63,618.00	554.41
113	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10857	MLLX:	10857	64,172.41	63,618.00	554.41
114	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10858	MLLX:	10858	64,172.41	63,618.00	554.41
115	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10859	MLLX:	10859	64,172.41	63,618.00	554.41
116	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10860	MLLX:	10860	64,172.41	63,618.00	554.41
117	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10861	MLLX:	10861	64,172.41	63,618.00	554.41
118	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10862	MLLX:	10862	64,172.41	63,618.00	554.41
119	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10863	MLLX:	10863	64,172.41	63,618.00	554.41
120	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10864	MLLX:	10864	64,172.41	63,618.00	554.41
121	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10865	MLLX:	10865	64,172.41	63,618.00	554.41
122	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10866	MLLX:	10866	64,172.41	63,618.00	554.41
123	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10867	MLLX:	10867	64,172.41	63,618.00	554.41
124	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10868	MLLX:	10868	64,172.41	63,618.00	554.41
125	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10869	MLLX:	10869	64,172.41	63,618.00	554.41
126	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10870	MLLX:	10870	64,172.41	63,618.00	554.41
127	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10871	MLLX:	10871	64,172.41	63,618.00	554.41
128	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10872	MLLX:	10872	64,172.41	63,618.00	554.41
129	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10873	MLLX:	10873	64,172.41	63,618.00	554.41
130	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10874	MLLX:	10874	64,172.41	63,618.00	554.41
131	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10875	MLLX:	10875	64,172.41	63,618.00	554.41
132	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10878	MLLX:	10878	64,172.41	63,618.00	554.41
133	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10879	MLLX:	10879	63,953.41	63,399.00	554.41
134	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10880	MLLX:	10880	63,953.41	63,399.00	554.41
135	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10881	MLLX:	10881	63,953.41	63,399.00	554.41
136	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10882	MLLX:	10882	63,953.41	63,399.00	554.41
137	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10883	MLLX:	10883	63,953.41	63,399.00	554.41
138	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10884	MLLX:	10884	63,953.41	63,399.00	554.41
139	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10885	MLLX:	10885	63,953.41	63,399.00	554.41
140	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10886	MLLX:	10886	63,953.41	63,399.00	554.41
141	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10887	MLLX:	10887	63,953.41	63,399.00	554.41
142	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10888	MLLX:	10888	63,953.41	63,399.00	554.41
143	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10890	MLLX:	10890	63,953.41	63,399.00	554.41
144	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10891	MLLX:	10891	63,953.41	63,399.00	554.41
145	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10893	MLLX:	10893	63,953.41	63,399.00	554.41
146	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10895	MLLX:	10895	63,953.41	63,399.00	554.41
147	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10896	MLLX:	10896	63,953.41	63,399.00	554.41
148	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10899	MLLX:	10899	63,953.41	63,399.00	554.41
149	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10900	MLLX:	10900	63,953.41	63,399.00	554.41
150	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10901	MLLX:	10901	63,953.41	63,399.00	554.41
151	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10902	MLLX:	10902	63,953.41	63,399.00	554.41
152	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10903	MLLX:	10903	63,953.41	63,399.00	554.41
153	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10904	MLLX:	10904	63,953.41	63,399.00	554.41
154	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10905	MLLX:	10905	63,953.41	63,399.00	554.41
155	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10906	MLLX:	10906	63,953.42	63,399.00	554.42
156	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10908	MLLX:	10908	63,953.42	63,399.00	554.42

MONTELL FUNDING
October 30, 1998

SCHEDULE 1

	Manufacturer	Model	Specifications	Serial Number	Car Marks	Equipment Cost per Unit Cost	Car Cost	Freight Cost
157	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10909	MLLX: 10909	63,953.42	63,399.00	554.42
158	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10910	MLLX: 10910	63,953.42	63,399.00	554.42
159	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10911	MLLX: 10911	63,953.42	63,399.00	554.42
160	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10912	MLLX: 10912	63,953.42	63,399.00	554.42
161	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10913	MLLX: 10913	63,953.42	63,399.00	554.42
162	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10914	MLLX: 10914	63,953.42	63,399.00	554.42
163	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10915	MLLX: 10915	63,953.42	63,399.00	554.42
164	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10916	MLLX: 10916	63,953.42	63,399.00	554.42
165	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10917	MLLX: 10917	63,953.42	63,399.00	554.42
166	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10918	MLLX: 10918	63,953.42	63,399.00	554.42
167	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10919	MLLX: 10919	63,953.42	63,399.00	554.42
168	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10921	MLLX: 10921	63,953.42	63,399.00	554.42
169	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10922	MLLX: 10922	63,953.42	63,399.00	554.42
170	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10925	MLLX: 10925	63,953.42	63,399.00	554.42
171	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10926	MLLX: 10926	63,953.42	63,399.00	554.42
172	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10929	MLLX: 10929	63,953.42	63,399.00	554.42
173	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10933	MLLX: 10933	63,953.42	63,399.00	554.42
174	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10945	MLLX: 10945	63,953.42	63,399.00	554.42
175	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10948	MLLX: 10948	63,953.42	63,399.00	554.42
176	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10950	MLLX: 10950	63,953.42	63,399.00	554.42
177	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10951	MLLX: 10951	63,953.42	63,399.00	554.42
178	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10952	MLLX: 10952	63,953.42	63,399.00	554.42
179	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10953	MLLX: 10953	63,953.42	63,399.00	554.42
180	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10954	MLLX: 10954	63,953.42	63,399.00	554.42
181	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10955	MLLX: 10955	63,953.42	63,399.00	554.42
182	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10956	MLLX: 10956	63,953.42	63,399.00	554.42
183	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10957	MLLX: 10957	63,953.42	63,399.00	554.42
184	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10959	MLLX: 10959	63,953.42	63,399.00	554.42
185	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10962	MLLX: 10962	63,953.42	63,399.00	554.42
186	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10963	MLLX: 10963	63,953.42	63,399.00	554.42
187	Thrall	Covered Hopper Car	6270 Cubic Foot Covered Hopper Car	10965	MLLX: 10965	63,953.42	63,399.00	554.42
				TOTAL:		~~11,988,196.00~~	~~11,884,521.00~~	~~103,675.00~~

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-[C]", dated as of April 27, 1998 between FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity except as specifically provided therein and otherwise solely as Owner Trustee, as Lessor, and MONTELL USA INC., as Lessee, is a true and complete copy of the original thereof.

Certified this 29th day of October, 1998.

Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000