

RECORDATION NO. 18728-A FILED

DEC 22 '97 12-40 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

*Counterparts*

December 22, 1997

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

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
DEC 22 12 40 PM '97

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Assignment and Assumption Agreement, dated as of December 23, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Intended as Security which was previously filed with the Board under Recordation Number 18728.

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

Assignor: BA Leasing & Capital Corporation  
555 California Street  
San Francisco, California 94104

Assignee: Great-West Life & Annuity Insurance Company  
8515 East Orchard Road  
Englewood, Colorado 80111

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

249 gondola railcars set forth on Exhibit A attached to the Agreement

Mr. Vernon A. Williams  
December 22, 1997  
Page 2

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 "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 18728-A

FILED

DEC 22 '97

12-40 PM

[GONDOLA RAILCARS]

**ASSIGNMENT AND ASSUMPTION AGREEMENT**

entered into as of December 23, 1997 (the "Effective Date"), between BA LEASING & CAPITAL CORPORATION ("Assignor"), a California corporation, and GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY ("Assignee"), a Colorado corporation.

**RECITAL**

Assignor holds 100% of the ownership interest (the "Seller Interest") in the rights and title of, and obligations owing to, "lessor" under that Lease Intended As Security dated March 4, 1994, as amended by that First Amendment to Lease dated October 17, 1994, to the extent relating to certain equipment ("Equipment") more fully described in the quitclaim Bill of Sale attached as Annex I hereto (the "Bill of Sale"). Assignor wishes to assign, transfer and convey to Assignee, without recourse or representation or warranty except as expressly provided in that Purchase Agreement dated as of December 22, 1997 between Assignor and Assignee, and Assignee wishes to receive and accept, all of Assignor's right, title and interest in and to the Seller Interest.

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein, the parties agree as follows:

**SECTION 1. Assignment of Seller Interest.** Assignor hereby assigns, transfers and conveys to Assignee, as of the Effective Date, all its right, title and interest in and to the Seller Interest, and hereby sells, transfers and conveys to Assignee its right, title and interest in the Equipment pursuant to the Bill of Sale. Assignee hereby accepts and receives all such right, title and interest in and to the Seller Interest, including the Equipment. Assignee acknowledges that the above-mentioned Lease Intended as Security is a master agreement, which may relate to multiple equipment schedules, including schedules relating to equipment other than the Equipment. Accordingly, Assignor shall retain all right, title and interest to such master agreement, except to the extent relating to the Equipment or incorporated by reference into any schedule relating to the Equipment.

**SECTION 2. Assumption of Liabilities.** Assignor hereby assigns to Assignee, and Assignee hereby assumes, all of the duties and obligations of Assignor hereafter accruing or arising incident to ownership of the Seller Interest. Assignor and Assignee confirm that as of the Effective Date Assignee shall be deemed a party to those Transaction Documents (as defined in the aforesaid Purchase Agreement) relating to the Seller Interest to which Assignor is a party and Assignee agrees to be bound by all the terms of, and to undertake all such obligations of, Assignor contained therein arising and relating to the period after the Effective Date.

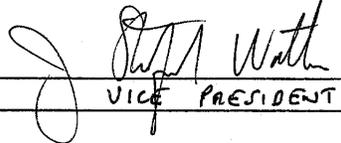
SECTION 3. Exception. Notwithstanding the foregoing, Assignor shall be entitled to pursue claims accruing or arising incident to its ownership of the Seller Interest on or before the Effective Date, and all its rights and remedies related to such claims, for (a) payments of indemnity now or hereafter due under the documents relating to the Seller Interest from any obligor thereunder, and/or (b) insurance payments or proceeds. But any obligor's liability for such claims shall not exceed the liability it would have incurred if this assignment had not been made unless provided in such agreements.

SECTION 4. Miscellaneous. Each party to this agreement shall execute and deliver such instruments, documents and other written information and take such other actions as the other parties may reasonably require in order to carry out the intent of this Agreement. This Agreement and all the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one instrument. This Agreement shall be construed in accordance with the laws of California without regard to its conflict of laws doctrine.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Assignment and Assumption Agreement.

ASSIGNOR:

BA LEASING & CAPITAL CORPORATION

By:   
Its: VICE PRESIDENT

ASSIGNEE:

GREAT-WEST LIFE & ANNUITY  
INSURANCE COMPANY

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

SECTION 3. Exception. Notwithstanding the foregoing, Assignor shall be entitled to pursue claims accruing or arising incident to its ownership of the Seller Interest on or before the Effective Date, and all its rights and remedies related to such claims, for (a) payments of indemnity now or hereafter due under the documents relating to the Seller Interest from any obligor thereunder, and/or (b) insurance payments or proceeds. But any obligor's liability for such claims shall not exceed the liability it would have incurred if this assignment had not been made unless provided in such agreements.

SECTION 4. Miscellaneous. Each party to this agreement shall execute and deliver such instruments, documents and other written information and take such other actions as the other parties may reasonably require in order to carry out the intent of this Agreement. This Agreement and all the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one instrument. This Agreement shall be construed in accordance with the laws of California without regard to its conflict of laws doctrine.

**IN WITNESS WHEREOF**, the parties hereto have executed and delivered this **Assignment and Assumption Agreement**.

**ASSIGNOR:**

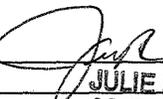
**BA LEASING & CAPITAL CORPORATION**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**ASSIGNEE:**

**GREAT-WEST LIFE & ANNUITY  
INSURANCE COMPANY**

By:   
Its: **WAYNE T. HOFFMANN**  
Vice President  
Investments

By:   
Its: **JULIE BOCK**  
ASST. VICE PRESIDENT

**ALL-PURPOSE ACKNOWLEDGMENT**

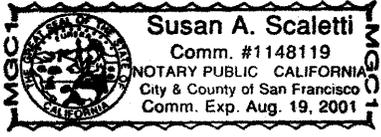
State of California

County of SAN FRANCISCO } ss.

On 12-19-97 before me, SUSAN A. SCALETTI

personally appeared J. STANFORD WATKINS

personally known to me - OR-  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.  
Susan A. Scaletti  
NOTARY'S SIGNATURE

**OPTIONAL INFORMATION**

The information below is not required by law. However, it could prevent fraudulent attachment of this acknowledgment to an unauthorized document.

**CAPACITY CLAIMED BY SIGNER (PRINCIPAL)**

- INDIVIDUAL
- CORPORATE OFFICER
- \_\_\_\_\_ TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

**DESCRIPTION OF ATTACHED DOCUMENT**

\_\_\_\_\_ TITLE OR TYPE OF DOCUMENT

\_\_\_\_\_ NUMBER OF PAGES

\_\_\_\_\_ DATE OF DOCUMENT

\_\_\_\_\_ OTHER

**SIGNER IS REPRESENTING:**  
NAME OF PERSON(S) OR ENTITY(IES)  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

BEFORE ME, the undersigned notary, on this day personally appeared \_\_\_\_\_, to me personally known who, being by me duly sworn, says that he/she is a duly elected and qualified officer of \_\_\_\_\_ (the "Company"), that the foregoing document was signed on behalf of the Company and he/she acknowledged that the execution of the foregoing document was the free act and deed of the Company.

GIVEN UNDER MY HAND, this \_\_\_\_\_ day of December, 1997

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF COLORADO )  
 )  
COUNTY OF ARAPAHOE )

BEFORE ME, the undersigned notary, on this day personally appeared Wayne T. Hoffmann and Julie Bock, to me personally known who, being by me duly sworn, says that they are duly elected and qualified officers of Great-West Life & Annuity Insurance Company (the "Company"), that the foregoing document was signed on behalf of the Company and they acknowledged that the execution of the foregoing document was the free act and deed of the Company.

GIVEN UNDER MY HAND, this 18th day of December, 1997

  
\_\_\_\_\_  
Notary Public

My Commission Expires: June 19, 2001

ANNEX I  
TO  
ASSIGNMENT AND ASSUMPTION

BILL OF SALE

FOR VALUE RECEIVED, the undersigned ("Seller") hereby sells, transfers and conveys to GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY, a Colorado corporation ("Buyer") all Seller's right, title and interest in and to the equipment ("Equipment") described below. THE EQUIPMENT IS SOLD "AS IS" AND WHEREVER NOW LOCATED WITHOUT ANY WARRANTY EXPRESS OR IMPLIED, EXCEPT AS OTHERWISE EXPRESSLY SET FORTH IN THAT PURCHASE AGREEMENT DATED AS OF DECEMBER 22, 1997, BETWEEN BUYER AND SELLER. EXCEPT AS EXPRESSLY SET FORTH IN SUCH PURCHASE AGREEMENT, SELLER HAS NOT MADE, AND DOES NOT HEREBY MAKE, ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE TITLE, MERCHANTABILITY, CONDITION, QUALITY, DESCRIPTION, DURABILITY, OR SUITABILITY OF SUCH EQUIPMENT IN ANY RESPECT OR IN CONNECTION WITH OR FOR THE PURPOSES AND USES OF BUYER.

DESCRIPTION OF EQUIPMENT:

Two Hundred and forty-nine (249) type G519, 52-foot 6-inch, 100-ton steel mill gondola cars bearing the Serial numbers listed on Exhibit A attached hereto and made a part hereof.

Dated as of the 22nd day of December, 1997.

**BA LEASING & CAPITAL CORPORATION**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

EXHIBIT A  
TO BILL OF SALE

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC RECORDED
001	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246500	NON-TITLED
002	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246501	NON-TITLED
003	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246502	NON-TITLED
004	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246503	NON-TITLED
005	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246504	NON-TITLED
006	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246505	NON-TITLED
007	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246506	NON-TITLED
008	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246507	NON-TITLED
009	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246508	NON-TITLED
010	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246509	NON-TITLED
011	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246510	NON-TITLED
012	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246511	NON-TITLED
013	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246512	NON-TITLED
014	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246513	NON-TITLED
015	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246514	NON-TITLED
016	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246515	NON-TITLED
017	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246516	NON-TITLED
018	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246517	NON-TITLED
019	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246518	NON-TITLED
020	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246519	NON-TITLED
021	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246520	NON-TITLED
022	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246521	NON-TITLED
023	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246522	NON-TITLED
024	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246523	NON-TITLED
025	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246524	NON-TITLED
026	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246525	NON-TITLED
027	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246526	NON-TITLED
028	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246527	NON-TITLED
029	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246528	NON-TITLED
030	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246529	NON-TITLED
031	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246530	NON-TITLED
032	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246531	NON-TITLED

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC RECORDED
033	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246532	NON-TITLED
034	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246533	NON-TITLED
035	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246534	NON-TITLED
036	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246535	NON-TITLED
037	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246536	NON-TITLED
038	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246537	NON-TITLED
039	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246538	NON-TITLED
040	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246539	NON-TITLED
041	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246540	NON-TITLED
042	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246541	NON-TITLED
043	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246542	NON-TITLED
044	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246543	NON-TITLED
045	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246544	NON-TITLED
046	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246545	NON-TITLED
047	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246546	NON-TITLED
048	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246547	NON-TITLED
049	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246548	NON-TITLED
050	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246549	NON-TITLED
051	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246550	NON-TITLED
052	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246551	NON-TITLED
053	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246552	NON-TITLED
054	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246554	NON-TITLED
055	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246555	NON-TITLED
056	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246556	NON-TITLED
057	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246557	NON-TITLED
058	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246558	NON-TITLED
059	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246559	NON-TITLED
060	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246560	NON-TITLED
061	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246561	NON-TITLED
062	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246562	NON-TITLED
063	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246563	NON-TITLED
064	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246564	NON-TITLED
065	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246565	NON-TITLED

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC RECORDED
066	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246566	NON-TITLED
067	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246567	NON-TITLED
068	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246568	NON-TITLED
069	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246569	NON-TITLED
070	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246570	NON-TITLED
071	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246571	NON-TITLED
072	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246572	NON-TITLED
073	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246573	NON-TITLED
074	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246574	NON-TITLED
075	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246575	NON-TITLED
076	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246576	NON-TITLED
077	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246577	NON-TITLED
078	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246578	NON-TITLED
079	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246579	NON-TITLED
080	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246580	NON-TITLED
081	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246581	NON-TITLED
082	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246582	NON-TITLED
083	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246583	NON-TITLED
084	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246584	NON-TITLED
085	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246585	NON-TITLED
086	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246586	NON-TITLED
087	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246587	NON-TITLED
088	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246588	NON-TITLED
089	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246589	NON-TITLED
090	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246590	NON-TITLED
091	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246591	NON-TITLED
092	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246592	NON-TITLED
093	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246593	NON-TITLED
094	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246594	NON-TITLED
095	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246595	NON-TITLED
096	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246596	NON-TITLED
097	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246597	NON-TITLED
098	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246598	NON-TITLED

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC RECORDED
099	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246599	NON-TITLED
100	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246600	NON-TITLED
101	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246601	NON-TITLED
102	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246602	NON-TITLED
103	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246603	NON-TITLED
104	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246604	NON-TITLED
105	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246605	NON-TITLED
106	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246606	NON-TITLED
107	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246607	NON-TITLED
108	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246608	NON-TITLED
109	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246609	NON-TITLED
110	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246610	NON-TITLED
111	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246611	NON-TITLED
112	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246612	NON-TITLED
113	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246613	NON-TITLED
114	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246614	NON-TITLED
115	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246615	NON-TITLED
116	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246616	NON-TITLED
117	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246617	NON-TITLED
118	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246618	NON-TITLED
119	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246619	NON-TITLED
120	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246620	NON-TITLED
121	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246621	NON-TITLED
122	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246622	NON-TITLED
123	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246623	NON-TITLED
124	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246624	NON-TITLED
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126	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246626	NON-TITLED
127	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246627	NON-TITLED
128	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246628	NON-TITLED
129	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246629	NON-TITLED
130	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246630	NON-TITLED
131	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246631	NON-TITLED

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC RECORDED
132	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246632	NON-TITLED
133	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246633	NON-TITLED
134	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246634	NON-TITLED
135	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246635	NON-TITLED
136	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246636	NON-TITLED
137	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246637	NON-TITLED
138	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246638	NON-TITLED
139	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246639	NON-TITLED
140	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246640	NON-TITLED
141	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246641	NON-TITLED
142	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246642	NON-TITLED
143	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246643	NON-TITLED
144	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246644	NON-TITLED
145	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246645	NON-TITLED
146	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246646	NON-TITLED
147	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246647	NON-TITLED
148	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246648	NON-TITLED
149	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246649	NON-TITLED
150	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246650	NON-TITLED
151	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246651	NON-TITLED
152	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246652	NON-TITLED
153	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246653	NON-TITLED
154	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246654	NON-TITLED
155	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246655	NON-TITLED
156	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246656	NON-TITLED
157	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246657	NON-TITLED
158	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246658	NON-TITLED
159	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246659	NON-TITLED
160	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246660	NON-TITLED
161	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246661	NON-TITLED
162	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246662	NON-TITLED
163	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246663	NON-TITLED
164	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246664	NON-TITLED

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC RECORDED
165	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246665	NON-TITLED
166	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246666	NON-TITLED
167	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246667	NON-TITLED
168	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246668	NON-TITLED
169	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246669	NON-TITLED
170	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246670	NON-TITLED
171	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246671	NON-TITLED
172	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246672	NON-TITLED
173	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246673	NON-TITLED
174	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246674	NON-TITLED
175	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246675	NON-TITLED
176	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246676	NON-TITLED
177	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246677	NON-TITLED
178	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246678	NON-TITLED
179	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246679	NON-TITLED
180	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246680	NON-TITLED
181	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246681	NON-TITLED
182	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246682	NON-TITLED
183	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246683	NON-TITLED
184	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246684	NON-TITLED
185	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246685	NON-TITLED
186	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246686	NON-TITLED
187	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246687	NON-TITLED
188	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246688	NON-TITLED
189	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246689	NON-TITLED
190	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246690	NON-TITLED
191	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246691	NON-TITLED
192	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246692	NON-TITLED
193	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246693	NON-TITLED
194	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246694	NON-TITLED
195	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246695	NON-TITLED
196	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246696	NON-TITLED
197	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246697	NON-TITLED

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC RECORDED
198	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246698	NON-TITLED
199	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246699	NON-TITLED
200	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246700	NON-TITLED
201	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246701	NON-TITLED
202	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246702	NON-TITLED
203	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246703	NON-TITLED
204	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246704	NON-TITLED
205	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246705	NON-TITLED
206	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246706	NON-TITLED
207	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246707	NON-TITLED
208	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246708	NON-TITLED
209	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246709	NON-TITLED
210	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246710	NON-TITLED
211	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246711	NON-TITLED
212	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246712	NON-TITLED
213	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246713	NON-TITLED
214	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246714	NON-TITLED
215	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246715	NON-TITLED
216	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246716	NON-TITLED
217	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246717	NON-TITLED
218	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246718	NON-TITLED
219	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246719	NON-TITLED
220	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246720	NON-TITLED
221	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246721	NON-TITLED
222	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246722	NON-TITLED
223	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246723	NON-TITLED
224	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246724	NON-TITLED
225	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246725	NON-TITLED
226	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246726	NON-TITLED
227	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246727	NON-TITLED
228	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246728	NON-TITLED
229	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246729	NON-TITLED
230	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246730	NON-TITLED

EXHIBIT A (CONTD.)  
TO BILL OF SALE

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY  
MASTER LEASE NO: 090-940024 SCH 001

MANUFACTURED BY TRINITY INDUSTRIES LEASING, INC  
RECORDED WITH ICC # 18728 DTD 03/07/94

ITEM	MODEL / DESCRIPTION	RECORDED SERIAL NUMBER	ICC-RECORDED
231	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246731	NON-TITLED
232	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246732	NON-TITLED
233	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246733	NON-TITLED
234	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246734	NON-TITLED
235	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246735	NON-TITLED
236	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246736	NON-TITLED
237	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246737	NON-TITLED
238	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246738	NON-TITLED
239	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246739	NON-TITLED
240	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246740	NON-TITLED
241	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246741	NON-TITLED
242	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246742	NON-TITLED
243	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246743	NON-TITLED
244	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246744	NON-TITLED
245	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246745	NON-TITLED
246	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246746	NON-TITLED
247	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246747	NON-TITLED
248	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246748	NON-TITLED
249	TYPE G519 100-TON 52' 6" GONDOLA RAILCARS	ICG246749	NON-TITLED
TOTAL:	(249 UNITS @ \$26,000.00)	00000000	00000000

NOTE: ICC RECORDED NUMBER AS FOLLOWS:

ICG246500 - 246552 = 053  
ICG246554 - 246749 = 196  
249