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ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of ~~January 5,~~ February 5, 1996, between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferor"), and AKF CORP., a Delaware corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

**WHEREAS:** the Transferee and the Transferor have entered into an Asset Transfer Agreement dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"); subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

**WHEREAS:** the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases (as defined below) to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

**NOW, THEREFORE,** in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the

Transferee hereby covenants and agrees to discharge, perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

*IN WITNESS WHEREOF*, the parties hereto have caused this Assignment and Assumption Agreement to be executed in one or more counterparts by their duly authorized officers as of the first date written above.

AKF CORP.

By: Monte L. Miller  
Name: Monte L. Miller  
Title: Vice President

ACF INDUSTRIES, INCORPORATED

By: \_\_\_\_\_  
Name: James C. Bates  
Title: Vice President and Chief  
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

Transferee hereby covenants and agrees to discharge, perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

*IN WITNESS WHEREOF*, the parties hereto have caused this Assignment and Assumption Agreement to be executed in one or more counterparts by their duly authorized officers as of the first date written above.

AKF CORP.

By: \_\_\_\_\_  
Name: Monte L. Miller  
Title: Vice President

ACF INDUSTRIES, INCORPORATED

By:     *J. Bates*      
Name: James C. Bates  
Title: Vice President and Chief  
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

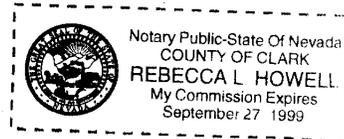
DESCRIPTION OF LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex B hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex B hereto.

STATE OF NEVADA )  
 ) ss.:  
COUNTY OF CLARK )

On this 30 day of January, 1996 before me, personally appeared Monte L. Miller to me personally known, who being by me duly sworn, says that he resides at Henderson, Nevada and is Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Rebecca L. Howell*  
Notary Public



STATE OF MISSOURI )  
 ) ss.:  
COUNTY OF ST. LOUIS )

On this day of January, 1996 before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

STATE OF NEVADA            )  
                                  )  ss.:  
COUNTY OF CLARK         )

On this            day of January, 1996 before me, personally ap-  
peared Monte L. Miller to me personally known, who being by me duly  
sworn, says that he resides at Henderson, Nevada and is Vice  
President of AKF Corp., that said instrument was signed on the date  
hereof on behalf of said corporation by authority of its Board of  
Directors; and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

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

STATE OF MISSOURI         )  
                                  )  ss.:  
COUNTY OF ST. LOUIS     )

On this 30<sup>th</sup> day of January, 1996 before me, personally ap-  
peared James C. Bates to me personally known, who being by me duly  
sworn, says that he resides at St. Louis, Missouri and is Vice  
President and Chief Financial Officer of ACF Industries,  
Incorporated, that said instrument was signed on the date hereof on  
behalf of said corporation by authority of its Board of Directors;  
and he acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

*Nancy Collins*  
\_\_\_\_\_  
Notary Public

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996

## ANNEX A

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	39572	ACFX	39678	ACFX	40444
ACFX	39573	ACFX	39679	ACFX	40445
ACFX	39574	ACFX	39693	ACFX	40446
ACFX	39575	ACFX	39694	ACFX	40447
ACFX	39576	ACFX	39695	ACFX	40448
ACFX	39577	ACFX	39696	ACFX	40449
ACFX	39578	ACFX	39697	ACFX	40450
ACFX	39579	ACFX	39698	ACFX	40451
ACFX	39580	ACFX	40401	ACFX	40452
ACFX	39581	ACFX	40402	ACFX	40453
ACFX	39582	ACFX	40403	ACFX	40454
ACFX	39583	ACFX	40404	ACFX	40455
ACFX	39584	ACFX	40405	ACFX	40456
ACFX	39608	ACFX	40406	ACFX	40457
ACFX	39610	ACFX	40407	ACFX	40458
ACFX	39613	ACFX	40408	ACFX	40459
ACFX	39619	ACFX	40409	ACFX	40460
ACFX	39620	ACFX	40410	ACFX	40461
ACFX	39621	ACFX	40411	ACFX	40462
ACFX	39622	ACFX	40412	ACFX	40463
ACFX	39623	ACFX	40414	ACFX	40464
ACFX	39624	ACFX	40415	ACFX	40465
ACFX	39625	ACFX	40416	ACFX	40466
ACFX	39626	ACFX	40417	ACFX	40467
ACFX	39634	ACFX	40418	ACFX	40469
ACFX	39636	ACFX	40419	ACFX	40470
ACFX	39637	ACFX	40420	ACFX	40471
ACFX	39638	ACFX	40421	ACFX	40472
ACFX	39639	ACFX	40422	ACFX	40473
ACFX	39640	ACFX	40423	ACFX	40474
ACFX	39641	ACFX	40424	ACFX	40475
ACFX	39642	ACFX	40425	ACFX	40476
ACFX	39650	ACFX	40426	ACFX	40477
ACFX	39651	ACFX	40427	ACFX	40478
ACFX	39655	ACFX	40428	ACFX	40479
ACFX	39656	ACFX	40429	ACFX	40480
ACFX	39657	ACFX	40430	ACFX	40601
ACFX	39658	ACFX	40431	ACFX	40602
ACFX	39659	ACFX	40432	ACFX	40603
ACFX	39661	ACFX	40433	ACFX	40604
ACFX	39662	ACFX	40434	ACFX	51238
ACFX	39664	ACFX	40435	ACFX	51239
ACFX	39665	ACFX	40436	ACFX	51240
ACFX	39666	ACFX	40437	ACFX	51241
ACFX	39667	ACFX	40438	ACFX	51243
ACFX	39668	ACFX	40439	ACFX	51244
ACFX	39670	ACFX	40440	ACFX	51245
ACFX	39671	ACFX	40441	ACFX	51246
ACFX	39675	ACFX	40442	ACFX	51247
ACFX	39677	ACFX	40443	ACFX	51248

## ANNEX A

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	51249	ACFX	95588	ACFX	462027
ACFX	51250	ACFX	200232	ACFX	462028
ACFX	51251	ACFX	200234		
ACFX	51252	ACFX	200238		
ACFX	51253	ACFX	200239		
ACFX	51254	ACFX	200240		
ACFX	51255	ACFX	200244		
ACFX	69916	ACFX	200253		
ACFX	69925	ACFX	200254		
ACFX	69932	ACFX	200255		
ACFX	69936	ACFX	200256		
ACFX	69937	ACFX	200257		
ACFX	69938	ACFX	200258		
ACFX	71245	ACFX	200259		
ACFX	71246	ACFX	200268		
ACFX	71247	ACFX	200269		
ACFX	71248	ACFX	200270		
ACFX	71249	ACFX	200272		
ACFX	71250	ACFX	200273		
ACFX	71251	ACFX	200274		
ACFX	71252	ACFX	200275		
ACFX	71253	ACFX	200276		
ACFX	71254	ACFX	200277		
ACFX	71255	ACFX	200278		
ACFX	71256	ACFX	462001		
ACFX	71257	ACFX	462002		
ACFX	71258	ACFX	462003		
ACFX	71259	ACFX	462004		
ACFX	71260	ACFX	462005		
ACFX	71261	ACFX	462006		
ACFX	71263	ACFX	462007		
ACFX	95569	ACFX	462008		
ACFX	95570	ACFX	462009		
ACFX	95571	ACFX	462010		
ACFX	95572	ACFX	462011		
ACFX	95573	ACFX	462012		
ACFX	95574	ACFX	462013		
ACFX	95575	ACFX	462014		
ACFX	95576	ACFX	462015		
ACFX	95577	ACFX	462016		
ACFX	95578	ACFX	462017		
ACFX	95579	ACFX	462018		
ACFX	95580	ACFX	462019		
ACFX	95581	ACFX	462020		
ACFX	95582	ACFX	462021		
ACFX	95583	ACFX	462022		
ACFX	95584	ACFX	462023		
ACFX	95585	ACFX	462024		
ACFX	95586	ACFX	462025		
ACFX	95587	ACFX	462026		

252 Cars

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
44 AIR PRODUCTS AND CHEMICALS, INC									
6466		ACFX	200268	T	1995	00/00/00	00/00/00		
6466		ACFX	200269	T	1995	00/00/00	00/00/00		
6466		ACFX	200270	T	1996	00/00/00	00/00/00		
6466		ACFX	200272	T	1996	00/00/00	00/00/00		
6466		ACFX	200273	T	1996	00/00/00	00/00/00		
6466		ACFX	200274	T	1996	00/00/00	00/00/00		
6466		ACFX	200275	T	1995	00/00/00	00/00/00		
6466		ACFX	200276	T	1996	00/00/00	00/00/00		
6466		ACFX	200277	T	1996	00/00/00	00/00/00		
6466		ACFX	200278	T	1996	00/00/00	00/00/00		
44 AIR PRODUCTS AND CHEMICALS, INC									
99660115		ACFX	396650	H	1986	04/01/91	03/31/96		10
99660115		ACFX	396655	H	1986	04/01/91	03/31/96		
99660115		ACFX	396656	H	1986	04/01/91	03/31/96		
99660115		ACFX	396657	H	1986	04/01/91	03/31/96		
99660115		ACFX	396658	H	1986	04/01/91	03/31/96		
99660115		ACFX	396662	H	1986	04/01/91	03/31/96		
99660115		ACFX	396664	H	1986	04/01/91	03/31/96		
99660115		ACFX	396665	H	1986	04/01/91	03/31/96		
99660115		ACFX	396666	H	1986	04/01/91	03/31/96		
99660115		ACFX	396667	H	1986	04/01/91	03/31/96		
99660115		ACFX	396668	H	1986	04/01/91	03/31/96		
99660115		ACFX	396670	H	1986	04/01/91	03/31/96		
99660115		ACFX	39671	H	1986	04/01/91	03/31/96		
99660115		ACFX	39675	H	1986	04/01/91	03/31/96		
99660115		ACFX	39678	H	1986	04/01/91	03/31/96		
99660115		ACFX	39679	H	1986	04/01/91	03/31/96		
56 BORDEN PACKAGING & INDUSTRI									
54540003		ACFX	39693	H	1986	05/01/91	04/30/96		16
54540003		ACFX	39694	H	1986	05/01/91	04/30/96		
54540003		ACFX	39695	H	1986	05/01/91	04/30/96		
54540003		ACFX	39696	H	1986	05/01/91	04/30/96		
54540003		ACFX	39697	H	1986	05/01/91	04/30/96		
54540003		ACFX	39698	H	1986	05/01/91	04/30/96		
57 AMOCO CHEMICALS COMPANY									
3904		ACFX	71245	T	1986	05/01/91	04/30/96		6
3904		ACFX	71246	T	1986	05/01/91	04/30/96		
3904		ACFX	71247	T	1986	05/01/91	04/30/96		
3904		ACFX	71248	T	1986	05/01/91	04/30/96		
57 AMOCO CHEMICALS COMPANY									
299 KENTUCKY TENNESSEE CLAY CO.									

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	299 KENTUCKY TENNESSEE CLAY CO.	3904	ACFX	71249	T	1986	05/01/91	04/30/96	
		3904	ACFX	71250	T	1986	05/01/91	04/30/96	
		3904	ACFX	71251	T	1986	05/01/91	04/30/96	
		3904	ACFX	71252	T	1986	05/01/91	04/30/96	
		3904	ACFX	71253	T	1986	05/01/91	04/30/96	
	355 BAYER CORPORATION	5594	ACFX	39621	H	1986	11/01/91	10/31/96	9
		5594	ACFX	39623	H	1986	11/01/91	10/31/96	
		5594	ACFX	39624	H	1986	11/01/91	10/31/96	
		5594	ACFX	39626	H	1986	11/01/91	10/31/96	
		5594	ACFX	39634	H	1986	11/01/91	10/31/96	
		5594	ACFX	39637	H	1986	11/01/91	10/31/96	
		5594	ACFX	39642	H	1986	11/01/91	10/31/96	
	355 BAYER CORPORATION	3890	ACFX	51252	H	1986	04/01/91	03/31/96	7
		3890	ACFX	51253	H	1986	04/01/91	03/31/96	
		3890	ACFX	51254	H	1986	04/01/91	03/31/96	
		3890	ACFX	51255	H	1986	04/01/91	03/31/96	
		5377	ACFX	51246	H	1986	04/01/92	03/31/99	
		5377	ACFX	51247	H	1986	04/01/92	03/31/99	
		5377	ACFX	51248	H	1986	04/01/92	03/31/99	
		5377	ACFX	51249	H	1986	04/01/92	03/31/99	
		5377	ACFX	51250	H	1986	04/01/92	03/31/99	
		5377	ACFX	51251	H	1986	04/01/92	03/31/99	
	392 NATIONAL STARCH AND CHEMICA	62530198	ACFX	95569	T	1996	00/00/00	00/00/00	10
		62530198	ACFX	95570	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95571	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95572	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95573	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95574	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95575	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95576	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95577	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95578	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95579	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95580	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95581	T	1996	00/00/00	00/00/00	
		62530198	ACFX	95582	T	1996	00/00/00	00/00/00	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	425 OLIN CORPORATION								
	462 PPG INDUSTRIES, INC.								
	485 REXENE COMPANY								
		31260054	ACFX	200253	T	1986	00/00/00	00/00/00	20
		31260054	ACFX	200254	T	1986	00/00/00	00/00/00	
		31260054	ACFX	200255	T	1986	00/00/00	00/00/00	
		31260054	ACFX	200256	T	1986	00/00/00	00/00/00	
		31260054	ACFX	200257	T	1986	00/00/00	00/00/00	
		31260054	ACFX	200258	T	1986	00/00/00	00/00/00	
		31260054	ACFX	200259	T	1986	00/00/00	00/00/00	
		50570011	ACFX	40401	H	1986	05/01/91	04/30/96	7
		50570011	ACFX	40402	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40403	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40404	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40405	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40406	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40407	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40408	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40409	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40410	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40411	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40415	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40416	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40417	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40418	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40422	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40424	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40425	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40426	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40427	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40428	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40430	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40432	H	1986	05/01/91	04/30/96	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		50570011	ACFX	40433	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40436	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40437	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40438	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40439	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40440	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40441	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40442	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40443	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40444	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40445	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40446	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40447	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40449	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40451	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40452	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40453	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40454	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40455	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40456	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40458	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40459	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40461	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40463	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40465	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40466	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40467	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40469	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40470	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40471	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40472	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40473	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40475	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40476	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40477	H	1986	05/01/91	04/30/96	
		50570011	ACFX	40480	H	1986	05/01/91	04/30/96	
		42070002	ACFX	39639	H	1986	09/01/91	08/31/96	
		42070002	ACFX	39640	H	1986	09/01/91	08/31/96	

485 REXENE COMPANY  
491 CON AGRA INC

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
491	CON AGRA INC								2
531	GEORGIA-PACIFIC WEST, INC.	6386	ACFX	200232	T	1996	00/00/00	00/00/00	
		6386	ACFX	200234	T	1995	00/00/00	00/00/00	
		6386	ACFX	200238	T	1996	00/00/00	00/00/00	
		6386	ACFX	200239	T	1996	00/00/00	00/00/00	
		6386	ACFX	200240	T	1996	00/00/00	00/00/00	
		6386	ACFX	200244	T	1996	00/00/00	00/00/00	
531	GEORGIA-PACIFIC WEST, INC.	27530105	ACFX	39608	H	1986	03/01/91	02/29/96	6
572	ARISTECH CHEMICAL CORPORATI	27530105	ACFX	39610	H	1986	03/01/91	02/29/96	
		27530105	ACFX	39613	H	1986	03/01/91	02/29/96	
572	ARISTECH CHEMICAL CORPORATI	3891	ACFX	51238	H	1986	04/01/91	03/31/96	3
598 A. E. STALEY MANUFACTURING		3891	ACFX	51239	H	1986	04/01/91	03/31/96	
		3891	ACFX	51240	H	1986	04/01/91	03/31/96	
		3891	ACFX	51241	H	1986	04/01/91	03/31/96	
		3891	ACFX	51243	H	1986	04/01/91	03/31/96	
		3891	ACFX	51244	H	1986	04/01/91	03/31/96	
		3891	ACFX	51245	H	1986	04/01/91	03/31/96	
598 A. E. STALEY MANUFACTURING		3911	ACFX	71254	T	1986	05/12/93	04/30/96	7
601 QUANTUM CHEMICAL CORPORATIO		3911	ACFX	71255	T	1986	05/12/93	04/30/96	
		3911	ACFX	71256	T	1986	05/12/93	04/30/96	
		3911	ACFX	71257	T	1986	05/12/93	04/30/96	
		3911	ACFX	71258	T	1986	05/12/93	04/30/96	
		3911	ACFX	71259	T	1986	05/12/93	04/30/96	
		3911	ACFX	71260	T	1986	05/12/93	04/30/96	
		3911	ACFX	71261	T	1986	05/12/93	04/30/96	
		3911	ACFX	71263	T	1986	05/12/93	04/30/96	
		3957	ACFX	40601	H	1986	07/01/91	06/30/96	
		3957	ACFX	40602	H	1986	07/01/91	06/30/96	
		3957	ACFX	40603	H	1986	07/01/91	06/30/96	
		3957	ACFX	40604	H	1986	07/01/91	06/30/96	
601 QUANTUM CHEMICAL CORPORATIO		3855	ACFX	39575	H	1986	07/01/91	03/31/96	13
1030 WORLD MINERALS INC.		3855	ACFX	39582	H	1986	07/01/91	03/31/96	
		3855	ACFX	39584	H	1986	07/01/91	03/31/96	
		5573	ACFX	39572	H	1986	07/01/91	06/30/96	
		5573	ACFX	39573	H	1986	07/01/91	06/30/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	1030 WORLD MINERALS INC. 1203 DEGUSSA CORPORATION	5573	ACFX	39574	H	1986	07/01/91	06/30/96	13
		5573	ACFX	39576	H	1986	07/01/91	06/30/96	
		5573	ACFX	39577	H	1986	07/01/91	06/30/96	
		5573	ACFX	39578	H	1986	07/01/91	06/30/96	
		5573	ACFX	39579	H	1986	07/01/91	06/30/96	
		5574	ACFX	39580	H	1986	07/01/91	06/30/96	
		5574	ACFX	39581	H	1986	07/01/91	09/30/96	
		5574	ACFX	39583	H	1986	07/01/91	09/30/96	
		57480005	ACFX	462001	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462002	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462003	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462004	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462005	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462006	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462007	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462008	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462009	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462010	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462011	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462012	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462013	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462014	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462015	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462016	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462017	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462018	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462019	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462020	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462021	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462022	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462023	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462024	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462025	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462026	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462027	H	1996	00/00/00	00/00/00	
		57480005	ACFX	462028	H	1996	00/00/00	00/00/00	
	1203 DEGUSSA CORPORATION 1211 EPSILON PRODUCTS COMPANY	5555	ACFX	39861	H	1986	08/01/91	07/31/97	28

