

1911-KKIC

SEP 15 1995 - 3 10 PM

15, ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of September 15, 1995, between AKF CORP., a Delaware corporation (the "Transferor"), and ACF INDUSTRIES, INCORPORATED, a New Jersey 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 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 date first above written.

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]

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.

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AKF CORP.

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

ACF INDUSTRIES, INCORPORATED

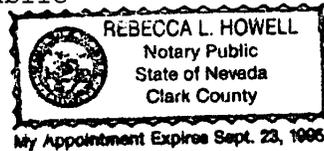
By: *J. Bates*
Name: James C. Bates
Title: Vice President and Chief
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

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

On this 7th day of September, 1995, 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 September, 1995, 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 September, 1995, 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.

Notary Public

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

On this 11th day of September, 1995, 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.

Nancy Collins

Notary Public

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

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 X 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 Y hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex Y hereto.

ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	13512	ACFX	65032	ACFX	71688
ACFX	13514	ACFX	65033	ACFX	71689
ACFX	17007	ACFX	65034	ACFX	71690
ACFX	17102	ACFX	65035	ACFX	71691
ACFX	17681	ACFX	65037	ACFX	71692
ACFX	19000	ACFX	65038	ACFX	71693
ACFX	36000	ACFX	65039	ACFX	71694
ACFX	36002	ACFX	65040	ACFX	71695
ACFX	36025	ACFX	65041	ACFX	71696
ACFX	36047	ACFX	65042	ACFX	71697
ACFX	41068	ACFX	65043	ACFX	71698
ACFX	41069	ACFX	65795	ACFX	71699
ACFX	41070	ACFX	65796	ACFX	71700
ACFX	41071	ACFX	65797	ACFX	71701
ACFX	41072	ACFX	65798	ACFX	71702
ACFX	41073	ACFX	65799	ACFX	71703
ACFX	41074	ACFX	65800	ACFX	71704
ACFX	41075	ACFX	65801	ACFX	71705
ACFX	59590	ACFX	65802	ACFX	71706
ACFX	59620	ACFX	65803	ACFX	71707
ACFX	64812	ACFX	65804	ACFX	71708
ACFX	64814	ACFX	65805	ACFX	71709
ACFX	64815	ACFX	65806	ACFX	71710
ACFX	64816	ACFX	65807	ACFX	71711
ACFX	64819	ACFX	65808	ACFX	71712
ACFX	64820	ACFX	65809	ACFX	71713
ACFX	64821	ACFX	65810	ACFX	71714
ACFX	64825	ACFX	65850	ACFX	71715
ACFX	64826	ACFX	66701	ACFX	71716
ACFX	64827	ACFX	66702	ACFX	71728
ACFX	64831	ACFX	66703	ACFX	71739
ACFX	64839	ACFX	66704	ACFX	71740
ACFX	65011	ACFX	66708	ACFX	71741
ACFX	65012	ACFX	66793	ACFX	71742
ACFX	65013	ACFX	66794	ACFX	71743
ACFX	65014	ACFX	66795	ACFX	71744
ACFX	65015	ACFX	66796	ACFX	71745
ACFX	65016	ACFX	66803	ACFX	71746
ACFX	65017	ACFX	66804	ACFX	71747
ACFX	65019	ACFX	66805	ACFX	71748
ACFX	65020	ACFX	66806	ACFX	71749
ACFX	65022	ACFX	66807	ACFX	71750
ACFX	65023	ACFX	66808	ACFX	71751
ACFX	65024	ACFX	66823	ACFX	71752
ACFX	65025	ACFX	66824	ACFX	71753
ACFX	65027	ACFX	66825	ACFX	71758
ACFX	65028	ACFX	66827	ACFX	71759
ACFX	65029	ACFX	66829	ACFX	71760
ACFX	65030	ACFX	71099	ACFX	71763
ACFX	65031	ACFX	71682	ACFX	71764

ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	71765	ACFX	77312	ACFX	99928
ACFX	71766	ACFX	77313	ACFX	99930
ACFX	71767	ACFX	77314	ACFX	99931
ACFX	71768	ACFX	77315	ACFX	99932
ACFX	71769	ACFX	77316	ACFX	99934
ACFX	71770	ACFX	80163	ACFX	99935
ACFX	71771	ACFX	82002	ACFX	99936
ACFX	71772	ACFX	82004	ACFX	99937
ACFX	71773	ACFX	84887	ACFX	99938
ACFX	71774	ACFX	85237	ACFX	99939
ACFX	71775	ACFX	85267	ACFX	99940
ACFX	71776	ACFX	85269	ACFX	99941
ACFX	71777	ACFX	85270	ACFX	99947
ACFX	71778	ACFX	85271		
ACFX	71812	ACFX	85272	263 Cars	
ACFX	71814	ACFX	85476		
ACFX	71825	ACFX	86955		
ACFX	72721	ACFX	86970		
ACFX	72723	ACFX	86974		
ACFX	75349	ACFX	87163		
ACFX	75350	ACFX	87416		
ACFX	75351	ACFX	87739		
ACFX	75353	ACFX	87863		
ACFX	75354	ACFX	89110		
ACFX	76683	ACFX	99221		
ACFX	76684	ACFX	99222		
ACFX	76685	ACFX	99223		
ACFX	76686	ACFX	99224		
ACFX	76687	ACFX	99225		
ACFX	76688	ACFX	99226		
ACFX	76689	ACFX	99227		
ACFX	76743	ACFX	99228		
ACFX	76751	ACFX	99229		
ACFX	76752	ACFX	99230		
ACFX	76754	ACFX	99231		
ACFX	76756	ACFX	99232		
ACFX	77298	ACFX	99233		
ACFX	77299	ACFX	99234		
ACFX	77300	ACFX	99235		
ACFX	77301	ACFX	99236		
ACFX	77302	ACFX	99237		
ACFX	77303	ACFX	99238		
ACFX	77304	ACFX	99240		
ACFX	77305	ACFX	99241		
ACFX	77306	ACFX	99921		
ACFX	77307	ACFX	99922		
ACFX	77308	ACFX	99924		
ACFX	77309	ACFX	99925		
ACFX	77310	ACFX	99926		
ACFX	77311	ACFX	99927		

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	16 AMERIGAS PROPANE, INC.	5992	ACFX 17007	T	1964	06/01/94	05/31/99	
		6043	ACFX 80163	T	1971	09/01/94	08/31/99	
		6227	ACFX 17102	T	1964	00/00/00	00/00/00	
		6227	ACFX 17681	T	1965	00/00/00	00/00/00	
	16 AMERIGAS PROPANE, INC.	58570008	ACFX 59590	H	1981	03/01/93	04/30/96	4
	18 FINA OIL AND CHEMICAL COMPA	58570008	ACFX 59620	H	1981	03/01/93	04/30/96	
		58570025	ACFX 99921	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99922	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99924	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99925	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99926	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99927	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99928	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99930	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99931	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99932	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99934	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99935	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99936	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99937	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99938	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99939	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99940	H	1981	03/01/93	04/30/98	
		58570025	ACFX 99941	H	1981	03/01/93	04/30/98	
	18 FINA OIL AND CHEMICAL COMPA	4223	ACFX 41068	H	1987	04/01/87	03/31/97	20
	45 E.C.C.I.	4223	ACFX 41069	H	1987	04/01/87	03/31/97	
		4223	ACFX 41070	H	1987	04/01/87	03/31/97	
		4223	ACFX 41071	H	1987	04/01/87	03/31/97	
		4223	ACFX 41072	H	1987	04/01/87	03/31/97	
		4223	ACFX 41073	H	1987	04/01/87	03/31/97	
		4223	ACFX 41074	H	1987	04/01/87	03/31/97	
		4223	ACFX 41075	H	1987	04/01/87	03/31/97	
		56190006	ACFX 75349	T	1981	10/01/91	09/30/96	
		56190006	ACFX 75350	T	1981	10/01/91	09/30/96	
		56190006	ACFX 75351	T	1981	10/01/91	09/30/96	
		56190006	ACFX 75353	T	1981	10/01/91	09/30/96	
		56190006	ACFX 75354	T	1981	10/01/91	09/30/96	

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		15220082	ACFX 66795	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66796	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66803	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66804	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66805	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66806	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66807	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66808	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66823	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66824	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66825	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66827	H	1989	10/01/89	09/30/95	
		15220082	ACFX 66829	H	1989	10/01/89	09/30/95	37
	154 DOW CHEMICAL COMPANY THE	35250019	ACFX 64812	H	1987	07/01/93	06/30/98	
	225 GEON COMPANY, THE	35250019	ACFX 64815	H	1987	07/01/93	06/30/98	
		35250019	ACFX 64819	H	1987	07/01/93	06/30/98	
		35250019	ACFX 64820	H	1987	07/01/93	06/30/98	
		35250019	ACFX 64825	H	1987	07/01/93	06/30/98	
		35250019	ACFX 64826	H	1987	07/01/93	06/30/98	
		35250019	ACFX 64827	H	1987	07/01/93	06/30/98	7
	225 GEON COMPANY, THE	5554	ACFX 36000	H	1980	08/01/91	07/31/96	1
	235 PETROMONT AND COMPANY	0966	ACFX 87163	T	1974	01/01/95	12/31/95	
	235 PETROMONT AND COMPANY	0966	ACFX 87416	T	1974	01/01/95	12/31/95	
	283 IBP INC.	0966	ACFX 87739	T	1974	01/01/95	12/31/95	
		0966	ACFX 87863	T	1975	01/01/95	12/31/95	4
	283 IBP INC.	5750	ACFX 71812	T	1987	02/01/93	01/31/98	
	293 JONES-HAMILTON CO.	5750	ACFX 71814	T	1987	02/01/93	01/31/98	
		5750	ACFX 71825	T	1987	02/01/93	01/31/98	3
	293 JONES-HAMILTON CO.	45070025	ACFX 77298	T	1987	03/01/94	03/31/97	
	307 ICI AMERICAS FILMS	45070025	ACFX 77299	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77300	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77301	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77302	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77303	T	1987	03/01/94	03/31/97	

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		45070025	ACFX 77304	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77305	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77306	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77307	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77308	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77309	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77310	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77311	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77312	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77313	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77314	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77315	T	1987	03/01/94	03/31/97	
		45070025	ACFX 77316	T	1987	03/01/94	03/31/97	
		50400063	ACFX 13512	T	1987	02/01/95	01/31/98	19
		50400063	ACFX 13514	T	1987	02/01/95	01/31/98	
		60850075	ACFX 76683	T	1984	02/01/85	01/31/95	
		60850075	ACFX 76684	T	1984	02/01/85	01/31/95	
		60850075	ACFX 76685	T	1984	02/01/85	01/31/95	
		60850075	ACFX 76686	T	1984	02/01/85	01/31/95	
		60850075	ACFX 76687	T	1984	02/01/85	01/31/95	
		60850075	ACFX 76688	T	1984	02/01/85	01/31/95	
		60850075	ACFX 76689	T	1984	02/01/85	01/31/95	
		50570015	ACFX 65011	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65012	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65013	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65014	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65015	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65016	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65017	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65019	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65020	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65022	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65023	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65024	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65025	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65027	H	1987	05/01/92	04/30/97	

307 ICI AMERICAS FILMS
357 MOBIL OIL CORPORATION

357 MOBIL OIL CORPORATION
481 REILLY INDUSTRIES, INC.

481 REILLY INDUSTRIES, INC.
485 REXENE COMPANY

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		50570015	ACFX 65028	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65029	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65030	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65031	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65032	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65033	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65034	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65035	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65037	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65038	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65039	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65040	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65041	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65042	H	1987	05/01/92	04/30/97	
		50570015	ACFX 65043	H	1987	05/01/92	04/30/97	
		50570026	ACFX 64814	H	1987	06/01/94	05/31/99	
		50570026	ACFX 64816	H	1987	06/01/94	05/31/99	
		50570026	ACFX 64821	H	1987	06/01/94	05/31/99	
		50570026	ACFX 64831	H	1988	06/01/94	05/31/99	
		50570026	ACFX 64839	H	1988	06/01/94	05/31/99	34
485	REXENE COMPANY							
543	CHEVRON U.S.A. PRODUCTS COM	5840	ACFX 36002	H	1980	05/01/93	04/30/96	
		5840	ACFX 36025	H	1980	05/01/93	04/30/96	
		5840	ACFX 36047	H	1980	05/01/93	04/30/96	
		5840	ACFX 99947	H	1981	05/01/93	04/30/96	
543	CHEVRON U.S.A. PRODUCTS COM							4
567	SOLVAY MINERALS, INC.	6188	ACFX 76743	T	1984	00/00/00	00/00/00	
		6188	ACFX 89110	T	1969	00/00/00	00/00/00	
567	SOLVAY MINERALS, INC.	2295	ACFX 99221	H	1980	11/01/92	10/31/97	
		2295	ACFX 99222	H	1980	11/01/92	10/31/97	
		2295	ACFX 99223	H	1980	11/01/92	10/31/97	
		2295	ACFX 99224	H	1980	11/01/92	10/31/97	
		2295	ACFX 99225	H	1980	11/01/92	10/31/97	
		2295	ACFX 99226	H	1980	11/01/92	10/31/97	
		2295	ACFX 99227	H	1980	11/01/92	10/31/97	
		2295	ACFX 99228	H	1980	11/01/92	10/31/97	
		2295	ACFX 99229	H	1980	11/01/92	10/31/97	
		2295	ACFX 99230	H	1980	11/01/92	10/31/97	
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LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		2295	ACFX 99231	H	1980	11/01/92	10/31/97	
		2295	ACFX 99232	H	1980	11/01/92	10/31/97	
		2295	ACFX 99233	H	1980	11/01/92	10/31/97	
		2295	ACFX 99234	H	1980	11/01/92	10/31/97	
		2295	ACFX 99235	H	1980	11/01/92	10/31/97	
		2295	ACFX 99236	H	1980	11/01/92	10/31/97	
		2295	ACFX 99237	H	1980	11/01/92	10/31/97	
		2295	ACFX 99238	H	1980	11/01/92	10/31/97	
		2295	ACFX 99240	H	1980	11/01/92	10/31/97	
		2295	ACFX 99241	H	1980	11/01/92	10/31/97	
		37290057	ACFX 71682	T	1986	04/01/92	03/31/95	20
		37290058	ACFX 71688	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71689	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71690	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71691	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71692	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71693	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71694	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71695	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71696	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71697	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71698	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71699	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71700	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71701	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71702	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71703	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71704	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71705	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71706	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71707	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71708	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71709	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71710	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71711	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71712	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71713	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71714	T	1987	06/01/93	05/31/96	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		37290058	ACFX 71715	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71716	T	1987	06/01/93	05/31/96	
		37290058	ACFX 71728	T	1987	06/01/93	05/31/96	
		37290060	ACFX 71739	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71740	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71741	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71742	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71743	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71744	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71745	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71746	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71747	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71748	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71749	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71750	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71751	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71752	T	1987	06/01/93	05/31/98	
		37290060	ACFX 71753	T	1987	06/01/93	05/31/98	
		37290062	ACFX 71758	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71759	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71760	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71763	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71764	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71765	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71766	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71767	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71768	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71769	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71770	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71771	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71772	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71773	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71774	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71775	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71776	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71777	T	1987	07/01/92	06/30/96	
		37290062	ACFX 71778	T	1987	07/01/92	06/30/96	
		37290074	ACFX 72721	T	1988	04/01/89	03/31/95	
		37290074	ACFX 72723	T	1988	04/01/89	03/31/95	

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	608 UNION CARBIDE CORPORATION							67
	806 TRANSFER CARS	6370	ACFX 86955	T	1974	00/00/00	00/00/00	
		6370	ACFX 86970	T	1974	00/00/00	00/00/00	
		6370	ACFX 86974	T	1974	00/00/00	00/00/00	
	806 TRANSFER CARS							3
	1383 HOLTRACHEM MANUFACTURING CO	6144	ACFX 19000	T	1985	01/01/95	12/31/97	
		6401	ACFX 76751	T	1985	07/21/94	02/28/97	
		6401	ACFX 76752	T	1985	07/21/94	02/28/97	
		6401	ACFX 76754	T	1985	07/21/94	02/28/97	
		6401	ACFX 76756	T	1985	07/21/94	02/28/97	
	1383 HOLTRACHEM MANUFACTURING CO							5
	TOTAL							263