

0100856070

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ATTORNEYS AT LAW  
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OF COUNSEL  
URBAN A. LESTER

November 17, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

19111-21212  
NOV 17 1995 4:00 PM  
WWW+  
WWW

LICENSING DIVISION

NOV 17 2 03 PM '95

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of each of the following documents: Twenty-First Amendment to Security Agreement-Trust Deed, dated as of November 17, 1995, and a separate Bill of Sale and Assignment and Assumption Agreement, dated as of November 17, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

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

Twenty-First Amendment

Debtor: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)  
Capital Corporation  
135 East 57th Street  
New York, New York 10022-2101

A description of the railroad equipment being DELETED from the Security Agreement is: 250 railcars set forth in Annex A attached to the Twenty-First Amendment, with the Leases related thereto set forth in Annex B attached to the Twenty-First Amendment.

*Secretary's file - 19111*

Mr. Vernon A. Williams  
November 17, 1995  
Page 2

With respect to the 250 railcars being DELETED from the Security Agreement,  
the parties are as follows:

Bill of Sale

Transferee: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

Transferor: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

Assignee: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

Assignor: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the  
Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

11/17/95

Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/17/95 at 2:43PM , and assigned recordation number(s). 19111-UUU, 19111-VVV and 19111-WWW.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100856070)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

[Execution Copy]

9111-9214  
NOV 17 1995 2:22 PM

TWENTY-FIRST AMENDMENT  
TO  
SECURITY AGREEMENT - TRUST DEED,

dated as of November 17, 1995

between

AKF CORP.

and

INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION

TWENTY-FIRST AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED

THIS TWENTY-FIRST AMENDMENT TO SECURITY AGREEMENT - TRUST DEED, dated as of November 17, 1995 (this "Amendment"), is made between AKF Corp., a Delaware corporation (the "Debtor"), and INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION (the "Secured Party").

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a certain Security Agreement - Trust Deed, dated as of December 21, 1994 (as amended prior hereto, the "Security Agreement"); and

WHEREAS, the Debtor and the Secured Party have agreed, subject to the conditions and terms hereinafter set forth, to amend the Security Agreement in certain respects as herein provided;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Use of Defined Terms. Unless otherwise defined or the context otherwise requires, terms for which meanings are provided in the Security Agreement shall have such meanings when used in this Amendment.

ARTICLE II

AMENDMENTS

SECTION 2.1. Amendments to Annex A to Security Agreement. Effective as of the date hereof, Annex A to the Security Agreement is hereby amended by the deletion of the Cars listed on Annex A hereto. Each reference to Annex A in the Security

Agreement shall be deemed to refer to such Annex as amended by Annex A hereto.

SECTION 2.2. Amendments to Annex B to Security Agreement. Effective as of the date hereof, Annex B to the Security Agreement is hereby amended by the deletion of the Equipment Leases listed on Annex B hereto. Each reference to Annex B in the Security Agreement shall be deemed to refer to such Annex as amended by Annex B hereto.

### ARTICLE III

#### REAFFIRMATION OF SECURITY INTEREST

SECTION 3.1. Reaffirmation. The Debtor, in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in order to secure the prompt payment in full and when due (whether at stated maturity, by acceleration or mandatory prepayment or otherwise) of the Secured Obligations, has granted, and does hereby grant, to the Secured Party and its successors and assigns, a lien on and the security interest in all of the Debtor's right, title and interest in, to and under the Collateral.

### ARTICLE IV

#### REPRESENTATIONS AND WARRANTIES

In order to induce the Secured Party to enter into this Amendment, the Debtor represents and warrants unto the Secured Party as set forth in this Article IV.

SECTION 4.1. Due Authorization, Non-Contravention, etc. The execution, delivery and performance by the Debtor of this Amendment are within the Debtor's corporate powers, have been duly authorized by all necessary corporate action, and do not

(a) contravene the Debtor's certificate of incorporation or by-laws; or

(b) contravene any contractual restriction, law or governmental regulation or court decree or order binding on or affecting the Debtor.

SECTION 4.2. Government Approval, Regulation, etc. No authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or

other person or entity is required for the due execution, delivery or performance by the Debtor of this Amendment.

SECTION 4.3. Validity, etc. This Amendment constitutes the legal, valid and binding obligation of the Debtor enforceable against it in accordance with its terms.

## ARTICLE V

### MISCELLANEOUS PROVISIONS

SECTION 5.1. Ratification of and References to the Security Agreement. This Amendment shall be deemed to be an amendment to the Security Agreement, and the Security Agreement, as amended hereby, is hereby ratified, approved and confirmed in each and every respect. All references to the Security Agreement in any other document, instrument, agreement or writing shall hereafter be deemed to refer to the Security Agreement as amended hereby.

SECTION 5.2. Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment or any provisions hereof.

SECTION 5.3. Execution in Counterparts. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

SECTION 5.4. Governing Law. THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED IN SUCH STATE; AND THE SECURED PARTY SHALL BE ENTITLED TO THE BENEFITS OF THE RECORDING SYSTEM CONFERRED BY 49 U.S.C. SECTION 11303 AND SUCH ADDITIONAL RIGHTS, ARISING OUT OF THE FILING OR RECORDING WITH RESPECT THERETO.

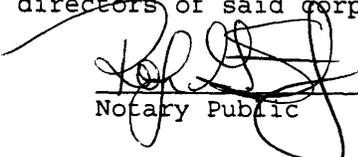
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized.

AKF CORP

By   
Name: Robert J. Mitchell  
Title: President

State of New York )  
                          ) ss:  
County of New York )

On this 15<sup>th</sup> day of November, 1995, before me personally came ~~Robert J. Mitchell~~ Robert J. Mitchell to me known, who being, by me duly sworn, did depose and say that he resides at Woodbury, NY, that he is the President of AKF Corp., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto on the date hereof by order of the board of directors of said corporation.

  
Notary Public

ROBYN G. STEINBERG  
Notary Public, State of New York  
No. 01ST5026264  
Qualified in New York County  
Commission Expires April 18, 1996

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized.

INTERNATIONALE NEDERLANDEN  
(U.S.) CAPITAL CORPORATION

By *Robert Novick*  
Name: ROBERT NOVICK  
Title: VICE PRESIDENT

STATE OF NEW YORK )  
                          ) SS:  
COUNTY OF NEW YORK )

On this 15<sup>TH</sup> day of November, 1995, before me personally came Robert Novick, to me known, who being by me duly sworn, did depose and say that he resides at MAMARONECK, New York, that he is VICE PRESIDENT of Internationale Nederlanden (U.S.) Capital Corporation, the corporation described in and which executed the foregoing instrument, and that he signed his name thereto on the date hereof by order of the board of directors of said corporation.

*Keith D. Arnold*  
Notary Public

KEITH D. ARNOLD  
Notary Public, State of New York  
No. 01AR5050761  
Qualified in New York County  
Commission Expires Oct. 16, 1997

## ANNEX A

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	40671	ACFX	40837	ACFX	51374
ACFX	40672	ACFX	40838	ACFX	51375
ACFX	40673	ACFX	40839	ACFX	51376
ACFX	40674	ACFX	40840	ACFX	51377
ACFX	40675	ACFX	40841	ACFX	51378
ACFX	40676	ACFX	40842	ACFX	51379
ACFX	40677	ACFX	40843	ACFX	51380
ACFX	40678	ACFX	40844	ACFX	51381
ACFX	40679	ACFX	40845	ACFX	51382
ACFX	40680	ACFX	40846	ACFX	51383
ACFX	40681	ACFX	40847	ACFX	51384
ACFX	40682	ACFX	40848	ACFX	51405
ACFX	40683	ACFX	40849	ACFX	51407
ACFX	40684	ACFX	51321	ACFX	51415
ACFX	40685	ACFX	51322	ACFX	51420
ACFX	40686	ACFX	51323	ACFX	71394
ACFX	40687	ACFX	51324	ACFX	71395
ACFX	40688	ACFX	51325	ACFX	71396
ACFX	40689	ACFX	51326	ACFX	71402
ACFX	40690	ACFX	51327	ACFX	71403
ACFX	40691	ACFX	51328	ACFX	71405
ACFX	40692	ACFX	51329	ACFX	71406
ACFX	40693	ACFX	51330	ACFX	71408
ACFX	40694	ACFX	51331	ACFX	71409
ACFX	40695	ACFX	51332	ACFX	71410
ACFX	40696	ACFX	51333	ACFX	71411
ACFX	40697	ACFX	51334	ACFX	71412
ACFX	40698	ACFX	51335	ACFX	71413
ACFX	40699	ACFX	51336	ACFX	71414
ACFX	40700	ACFX	51337	ACFX	71416
ACFX	40756	ACFX	51338	ACFX	71417
ACFX	40812	ACFX	51343	ACFX	71418
ACFX	40813	ACFX	51344	ACFX	71419
ACFX	40814	ACFX	51345	ACFX	71420
ACFX	40815	ACFX	51346	ACFX	71421
ACFX	40816	ACFX	51347	ACFX	71422
ACFX	40817	ACFX	51348	ACFX	71423
ACFX	40818	ACFX	51349	ACFX	71424
ACFX	40819	ACFX	51350	ACFX	71425
ACFX	40821	ACFX	51351	ACFX	71426
ACFX	40822	ACFX	51352	ACFX	71427
ACFX	40824	ACFX	51363	ACFX	71428
ACFX	40826	ACFX	51364	ACFX	71429
ACFX	40827	ACFX	51365	ACFX	71430
ACFX	40828	ACFX	51366	ACFX	71431
ACFX	40829	ACFX	51367	ACFX	71432
ACFX	40831	ACFX	51368	ACFX	71433
ACFX	40832	ACFX	51369	ACFX	71434
ACFX	40833	ACFX	51370	ACFX	71435
ACFX	40835	ACFX	51372	ACFX	71436

## ANNEX A

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	71437	ACFX	71756		
ACFX	71438	SOO	101000	250 Cars	
ACFX	71439	SOO	101001		
ACFX	71445	SOO	101002		
ACFX	71451	SOO	101003		
ACFX	71452	SOO	101004		
ACFX	71453	SOO	101005		
ACFX	71454	SOO	101006		
ACFX	71455	SOO	101007		
ACFX	71456	SOO	101008		
ACFX	71458	SOO	101009		
ACFX	71459	SOO	101010		
ACFX	71460	SOO	101011		
ACFX	71461	SOO	101012		
ACFX	71462	SOO	101013		
ACFX	71463	SOO	101014		
ACFX	71464	SOO	101015		
ACFX	71465	SOO	101016		
ACFX	71466	SOO	101018		
ACFX	71467	SOO	101019		
ACFX	71468	SOO	101020		
ACFX	71469	SOO	101021		
ACFX	71470	SOO	101022		
ACFX	71471	SOO	101023		
ACFX	71472	SOO	101024		
ACFX	71473	SOO	101025		
ACFX	71474	SOO	101026		
ACFX	71475	SOO	101027		
ACFX	71476	SOO	101028		
ACFX	71477	SOO	101029		
ACFX	71496	SOO	101030		
ACFX	71497	SOO	101031		
ACFX	71498	SOO	101032		
ACFX	71499	SOO	101033		
ACFX	71500	SOO	101034		
ACFX	71501	SOO	101035		
ACFX	71502	SOO	101036		
ACFX	71526	SOO	101037		
ACFX	71527	SOO	101038		
ACFX	71528	SOO	101039		
ACFX	71529	SOO	101040		
ACFX	71530	SOO	101041		
ACFX	71531	SOO	101042		
ACFX	71532	SOO	101043		
ACFX	71533	SOO	101044		
ACFX	71534	SOO	101045		
ACFX	71535	SOO	101046		
ACFX	71731	SOO	101047		
ACFX	71732	SOO	101048		
ACFX	71737	SOO	101049		

10-Nov-95

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	EFFECTIVE DATE	EXPIRATION DATE	TOTAL CARS
	45E.C.C.I.	56190002	ACFX	71463	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71464	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71465	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71466	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71467	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71468	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71469	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71470	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71471	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71472	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71473	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71474	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71475	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71476	T	1986	10/01/91	09/30/96	
		56190002	ACFX	71477	T	1986	10/01/91	09/30/96	
		4017	S00	101000	H	1986	09/01/91	08/31/96	
		4017	S00	101001	H	1986	09/01/91	08/31/96	
		4017	S00	101002	H	1986	09/01/91	08/31/96	
		4017	S00	101003	H	1986	09/01/91	08/31/96	
		4017	S00	101004	H	1986	09/01/91	08/31/96	
		4017	S00	101005	H	1986	09/01/91	08/31/96	
		4017	S00	101006	H	1986	09/01/91	08/31/96	
		4017	S00	101007	H	1986	09/01/91	08/31/96	
		4017	S00	101008	H	1986	09/01/91	08/31/96	
		4017	S00	101009	H	1986	09/01/91	08/31/96	
		4017	S00	101010	H	1986	09/01/91	08/31/96	
		4017	S00	101011	H	1986	09/01/91	08/31/96	
		4017	S00	101012	H	1986	09/01/91	08/31/96	
		4017	S00	101013	H	1986	09/01/91	08/31/96	
		4017	S00	101014	H	1986	09/01/91	08/31/96	
		4017	S00	101015	H	1986	09/01/91	08/31/96	
		4017	S00	101016	H	1986	09/01/91	08/31/96	
		4017	S00	101018	H	1986	09/01/91	08/31/96	
		4017	S00	101019	H	1986	09/01/91	08/31/96	
		4017	S00	101020	H	1986	09/01/91	08/31/96	
		4017	S00	101021	H	1986	09/01/91	08/31/96	
		4017	S00	101022	H	1986	09/01/91	08/31/96	

45E.C.C.I.  
152S00 LINE RAILROAD COMPANY

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		4017	S00	101023	H	1986	09/01/91	08/31/96	
		4017	S00	101024	H	1986	09/01/91	08/31/96	
		4017	S00	101025	H	1986	09/01/91	08/31/96	
		4017	S00	101026	H	1986	09/01/91	08/31/96	
		4017	S00	101027	H	1986	09/01/91	08/31/96	
		4017	S00	101028	H	1986	09/01/91	08/31/96	
		4017	S00	101029	H	1986	09/01/91	08/31/96	
		4017	S00	101030	H	1986	09/01/91	08/31/96	
		4017	S00	101031	H	1986	09/01/91	08/31/96	
		4017	S00	101032	H	1986	09/01/91	08/31/96	
		4017	S00	101033	H	1986	09/01/91	08/31/96	
		4017	S00	101034	H	1986	09/01/91	08/31/96	
		4017	S00	101035	H	1986	09/01/91	08/31/96	
		4017	S00	101036	H	1986	09/01/91	08/31/96	
		4017	S00	101037	H	1986	09/01/91	08/31/96	
		4017	S00	101038	H	1986	09/01/91	08/31/96	
		4017	S00	101039	H	1986	09/01/91	08/31/96	
		4017	S00	101040	H	1986	09/01/91	08/31/96	
		4017	S00	101041	H	1986	09/01/91	08/31/96	
		4017	S00	101042	H	1986	09/01/91	08/31/96	
		4017	S00	101043	H	1986	09/01/91	08/31/96	
		4017	S00	101044	H	1986	09/01/91	08/31/96	
		4017	S00	101045	H	1986	09/01/91	08/31/96	
		4017	S00	101046	H	1986	09/01/91	08/31/96	
		4017	S00	101047	H	1986	09/01/91	08/31/96	
		4017	S00	101048	H	1986	09/01/91	08/31/96	
		4017	S00	101049	H	1986	09/01/91	08/31/96	
	152 S00 LINE RAILROAD COMPANY	4065	ACFX	71496	T	1986	11/01/86	10/31/96	49
	230 GRAIN PROCESSING CORP	4065	ACFX	71497	T	1986	11/01/86	10/31/96	
		4065	ACFX	71498	T	1986	11/01/86	10/31/96	
		4065	ACFX	71499	T	1986	11/01/86	10/31/96	
		4065	ACFX	71500	T	1986	11/01/86	10/31/96	
		4065	ACFX	71501	T	1986	11/01/86	10/31/96	
		4065	ACFX	71502	T	1986	11/01/86	10/31/96	
	230 GRAIN PROCESSING CORP	4175	ACFX	51375	H	1986	11/01/91	10/31/96	7
	392 NATIONAL STARCH AND CHEMICA	4175	ACFX	51376	H	1986	11/01/91	10/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		4175	ACFX	51377	H	1986	11/01/91	10/31/96	
		4175	ACFX	51378	H	1986	11/01/91	10/31/96	
		4175	ACFX	51379	H	1986	11/01/91	10/31/96	
		4175	ACFX	51380	H	1986	11/01/91	10/31/96	
		4175	ACFX	51381	H	1986	11/01/91	10/31/96	
		4175	ACFX	51382	H	1986	11/01/91	10/31/96	
		4175	ACFX	51383	H	1986	11/01/91	10/31/96	
		4175	ACFX	51384	H	1986	11/01/91	10/31/96	10
	392 NATIONAL STARCH AND CHEMICA	4074	ACFX	71526	T	1986	12/01/91	11/30/96	
	443 ELF ATOCHEM NORTH AMERICA,	4074	ACFX	71527	T	1986	12/01/91	11/30/96	
		4074	ACFX	71528	T	1986	12/01/91	11/30/96	
		4074	ACFX	71529	T	1986	12/01/91	11/30/96	
		4074	ACFX	71530	T	1986	12/01/91	11/30/96	
		4074	ACFX	71531	T	1986	12/01/91	11/30/96	
		4074	ACFX	71532	T	1986	12/01/91	11/30/96	
		4074	ACFX	71533	T	1986	12/01/91	11/30/96	
		4074	ACFX	71534	T	1986	12/01/91	11/30/96	
		4074	ACFX	71535	T	1986	12/01/91	11/30/96	10
	443 ELF ATOCHEM NORTH AMERICA,	96750218	ACFX	51324	H	1986	04/01/91	03/31/96	
	464 PROCTER & GAMBLE MFG COMPAN	96750218	ACFX	51325	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51326	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51327	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51328	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51329	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51330	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51331	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51332	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51334	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51335	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51336	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51337	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51338	H	1986	04/01/91	03/31/96	
		96750524	ACFX	51333	H	1986	04/01/91	03/31/96	15
	464 PROCTER & GAMBLE MFG COMPAN	50570012	ACFX	40812	H	1986	11/01/91	10/31/96	
	485 REXENE COMPANY	50570012	ACFX	40813	H	1986	11/01/91	10/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	485REXENE COMPANY	50570012	ACFX	40814	H	1986	11/01/91	10/31/96	
	534SOLVAY POLYMERS, INC.	50570012	ACFX	40815	H	1986	11/01/91	10/31/96	
	534SOLVAY POLYMERS, INC.	50570012	ACFX	40816	H	1986	11/01/91	10/31/96	
	544SHELL CANADA PRODUCTS LIMIT	50570012	ACFX	40817	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40818	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40819	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40821	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40822	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40824	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40826	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40827	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40828	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40829	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40831	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40832	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40833	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40835	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40837	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40838	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40839	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40840	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40841	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40842	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40843	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40844	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40845	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40846	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40847	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40848	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40849	H	1986	11/01/91	10/31/96	
	6155		ACFX	40756	H	1986	09/01/94	08/31/97	32
	12590012		ACFX	71731	T	1987	00/00/00	00/00/00	
	12590012		ACFX	71732	T	1987	00/00/00	00/00/00	
	12590012		ACFX	71737	T	1987	00/00/00	00/00/00	
	12590012		ACFX	71756	T	1987	00/00/00	00/00/00	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
598A	E. STALEY MANUFACTURING	4008	ACFX	51321	H	1986	08/01/91	07/31/96	
		4008	ACFX	51322	H	1986	08/01/91	07/31/96	
		4008	ACFX	51323	H	1986	08/01/91	07/31/96	
		4096	ACFX	51343	H	1986	10/01/91	09/30/96	
		4096	ACFX	51344	H	1986	10/01/91	09/30/96	
		4096	ACFX	51345	H	1986	10/01/91	09/30/96	
		4096	ACFX	51346	H	1986	10/01/91	09/30/96	
		4096	ACFX	51347	H	1986	10/01/91	09/30/96	
		4096	ACFX	51348	H	1986	10/01/91	09/30/96	
		4096	ACFX	51349	H	1986	10/01/91	09/30/96	
		4096	ACFX	51350	H	1986	10/01/91	09/30/96	
		4096	ACFX	51351	H	1986	10/01/91	09/30/96	
		4096	ACFX	51352	H	1986	10/01/91	09/30/96	
		4118	ACFX	51363	H	1986	11/01/91	10/31/96	
		4118	ACFX	51364	H	1986	11/01/91	10/31/96	
		4118	ACFX	51365	H	1986	11/01/91	10/31/96	
		4118	ACFX	51366	H	1986	11/01/91	10/31/96	
		4118	ACFX	51367	H	1986	11/01/91	10/31/96	
		4118	ACFX	51368	H	1986	11/01/91	10/31/96	
		4118	ACFX	51369	H	1986	11/01/91	10/31/96	
		4118	ACFX	51370	H	1986	11/01/91	10/31/96	
		4118	ACFX	51372	H	1986	11/01/91	10/31/96	
		4210	ACFX	51405	H	1986	01/01/92	12/31/96	
		4210	ACFX	51407	H	1986	01/01/92	12/31/96	
		4210	ACFX	51415	H	1986	01/01/92	12/31/96	
		4210	ACFX	51420	H	1986	01/01/92	12/31/96	
598A	E. STALEY MANUFACTURING	3957	ACFX	40671	H	1986	07/01/91	06/30/96	
	601 QUANTUM CHEMICAL CORPORATIO	3957	ACFX	40672	H	1986	07/01/91	06/30/96	
		3957	ACFX	40673	H	1986	07/01/91	06/30/96	
		3957	ACFX	40674	H	1986	07/01/91	06/30/96	
		3957	ACFX	40675	H	1986	07/01/91	06/30/96	
		3957	ACFX	40676	H	1986	07/01/91	06/30/96	
		3957	ACFX	40677	H	1986	07/01/91	06/30/96	
		3957	ACFX	40678	H	1986	07/01/91	06/30/96	
		3957	ACFX	40679	H	1986	07/01/91	06/30/96	
		3957	ACFX	40680	H	1986	07/01/91	06/30/96	
		3957	ACFX	40681	H	1986	07/01/91	06/30/96	

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LESSOR CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	601 QUANTUM CHEMICAL CORPORATIO	68740162	ACFX	40682	H	1986	07/01/91	06/30/96	
	667 WITCO CORPORATION	68740162	ACFX	40683	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40684	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40685	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40686	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40687	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40688	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40689	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40690	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40691	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40692	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40693	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40694	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40695	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40696	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40697	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40698	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40699	H	1986	07/01/91	06/30/96	
		68740162	ACFX	40700	H	1986	07/01/91	06/30/96	
		68740162	ACFX	71394	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71395	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71396	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71402	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71403	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71405	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71406	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71408	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71409	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71410	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71411	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71412	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71413	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71414	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71416	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71417	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71418	T	1986	09/01/91	08/31/96	
		68740162	ACFX	71419	T	1986	09/01/91	08/31/96	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	BUILT DATE	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	68740162	ACFX	71420	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71421	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71422	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71423	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71424	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71425	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71426	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71427	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71428	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71429	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71430	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71431	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71432	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71433	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71434	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71435	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71436	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71437	T	1986	09/01/91	08/31/96		
	68740162	ACFX	71438	T	1986	09/01/91	08/31/96		
	4173	ACFX	51374	H	1986	11/01/93	10/31/97		
	4020	ACFX	71439	T	1986	12/15/93	09/30/96		
	4020	ACFX	71445	T	1986	12/15/93	09/30/96		
	4020	ACFX	71451	T	1986	12/15/93	09/30/96		
	4020	ACFX	71452	T	1986	12/15/93	09/30/96		
	4020	ACFX	71453	T	1986	12/15/93	09/30/96		
	4020	ACFX	71454	T	1986	12/15/93	09/30/96		
	4020	ACFX	71455	T	1986	12/15/93	09/30/96		
	4020	ACFX	71456	T	1986	12/15/93	09/30/96		
	4020	ACFX	71458	T	1986	12/15/93	09/30/96		
	4020	ACFX	71459	T	1986	12/15/93	09/30/96		
	4020	ACFX	71460	T	1986	12/15/93	09/30/96		
	4020	ACFX	71461	T	1986	12/15/93	09/30/96		
	4020	ACFX	71462	T	1986	12/15/93	09/30/96		

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687 WITCO CORPORATION  
 1372 LUZENAC AMERICA, INC.  
 1372 LUZENAC AMERICA, INC.  
 1380 HUNTSMAN SPECIALTY CHEMICAL

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