

RECORDATION NO. 18959-7
FILED

RECORDATION NO. 19841-C
FILED

JUL 2 '98 12-15 PM

JUL 2 '98 12-15 PM

ASSIGNMENT OF LEASE RECEIVABLES AND SECURITY AGREEMENT

This Assignment of Lease Receivables and Security Agreement entered into by and between TBCC FUNDING TRUST I, a Delaware business trust, as assignor (the "Assignor") and TBCC FUNDING I, LLC, a Delaware limited liability company, as assignee (the "Assignee"),

RECORDATION NO. 20150-D
FILED

WITNESSETH:

JUL 2 '98 12-15 PM

JUL 2 '98 12-15 PM Whereas, the Assignor is the owner of all rights to payment under the lease agreement(s) identified on Exhibit A attached hereto (the "Lease Agreement(s)"), covering the railroad equipment identified on Exhibit B attached hereto (the "Equipment"); and

Whereas, the Assignor has agreed, pursuant to that certain Lease Receivables Sale and Contribution Agreement dated as of June 24, 1998, between the Assignor and the Assignee (among other parties) (the "Sale and Contribution Agreement"), to assign its rights to payment under, and related interests in, the Lease Agreement(s) to the Assignee;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Assignor, as owner of the rights to payment under the Lease Agreement(s), hereby assigns all of its right, title and interest (but none of its obligations) in, to and under the Lease Agreement(s), to the Assignee, and the Assignee hereby accepts such assignment.

2. To secure the obligations of the Assignor to the Assignee under the Sale and Contribution Agreement, the Assignor hereby grants to the Assignee a security interest in all of the Assignor's right, title and interest in and to the Equipment and all products and proceeds thereof, including, without limitation, all payments under insurance or any indemnity, warranty or guaranty payable by reason of loss or damage thereto and the residual interest therein.

3. This Assignment of Lease Receivables and Security Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

Dated as of this 26th day of June, 1998.

ASSIGNOR: TBCC FUNDING TRUST I

By: Stephen H. Feltz
Title: SVP/CO

ASSIGNEE: TBCC FUNDING I, LLC

By: Stephen H. Feltz
Title: SVP/CO

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On this _____ day of _____, 1998 before me personally appeared Stephen H. Foltz, to me personally known, who being duly sworn, says that he/she is the SVP/CFo of TBCC Funding Trust I, a Delaware business trust, and that said instrument was signed on behalf of said trust by due authority; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said trust.



Amy B. Berezinski
Notary Public
My commission expires: 01/25/00

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On this _____ day of _____, 1998 before me personally appeared Stephen H. Foltz, to me personally known, who being duly sworn, says that he/she is the SVP/CFo of TBCC Funding I, LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said company by due authority; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Amy B. Berezinski
Notary Public
My commission expires: 01/25/00

LEASE OPERATIVE DOCUMENTS

BRANDYWINE VALLEY RAILROAD COMPANY

1. Rail Equipment Lease, dated August 24, 1995, between TPS Leasing Company, LLC, Lessor, and Brandywine Valley Railroad Company, Lessee. (Rec. No. 19841)
2. Assignment of Lease, dated August 24, 1995, between TPS Leasing Company, LLC, Assignor, and Transamerica Business Credit Corporation, Assignee. (Rec. No. 19841-A)
3. Bill of Sale from TPS Leasing Company, LLC, Seller, to Transamerica Business Credit Corporation, Buyer. (Exhibit A to Rec. No. 19841-A)

MINNESOTA CORN PROCESSORS

1. Master Equipment Lease Agreement, dated as of August 22, 1994, between Fleet Credit Corporation, Lessor, and Minnesota Corn Processors, Lessee, with Schedule No. 01 and No. 02. (Rec. No. 18959)
2. Schedule No. 03, dated September 12, 1994, to the above. (Rec. No. 18959-A)
3. Schedule No. 04, dated October 7, 1994, to the above. (Rec. No. 18959-B)
4. Schedule No. 05, dated December 12, 1994, to the above. (Rec. No. 18959-C)
5. Schedule No. 06, dated May 25, 1995, to the above. (Rec. No. 18959-D)
6. Schedule No. 07, dated June 5, 1995, to the above. (Rec. No. 18959-E)
7. Schedule No. 08, dated August 9, 1995, to the above. (Rec. No. 18959-F)

8. Assignment of Account, dated as of October 18, 1996, between Fleet Capital Corporation (f/k/a Fleet Credit Corporation), Seller, and Transamerica Business Credit Corporation, Purchaser. (Rec. No. 18959-G)

TPS LEASING COMPANY, LLC

1. Rail Equipment Lease, dated June 6, 1996, between TPS Leasing Company, LLC, Lessor, and Steelton and Highspire Railroad Company, Lessee. (Rec. No. 20150)
2. Assignment of Lease, dated June ~~6~~²⁴, 1996, between TPS Leasing Company, LLC, Assignor, and Transamerica Business Credit Corporation, Assignee. (Rec. No. 20150-A)
3. Residual Rights Sharing Agreement, dated June 20, 1996, between TPS Leasing Company, LLC, Assignor, and R.M. Haber & Associates, Inc., Assignee. (Rec. No. 20150-B)
4. Bill of Sale, dated as of June 24, 1996, between KND Rail Services, Inc., Seller, and TPS Leasing Company, LLC, Buyer. (Rec. No. 20151)

EQUIPMENT SCHEDULE

B.
|

BRANDYWINE VALLEY RAILROAD COMPANY

Rec. No. 19841 attached

MINNESOTA CORN PROCESSORS

Rec. Nos. 18959 attached
Rec. Nos. 18959-A attached
Rec. Nos. 18959-B attached
Rec. Nos. 18959-C attached
Rec. Nos. 18959-D attached
Rec. Nos. 18959-E attached
Rec. Nos. 18959-F attached

TPS LEASING COMPANY, LLC

Rec. No. 20150 attached

SCHEDULE A

Brandywine
Valley

To: Security Agreement Lease
 UCC Subordination
 Other _____

Rec. No. 19841

Between TPS Leasing Company, LLC and

Customer Name: Brandywine Valley Railroad Company

Equipment Location: 50 South First Avenue
Coatesville, PA 19320-0911

Equipment Description

Eight (8) 1976 Rail Cars as identified below:

Qty.	Type	Description	Car #
1	Flat Car	100 Ton 89'	BVRY9501
1	Flat Car	100 Ton 89'	BVRY9502
1	Flat Car	100 Ton 89'	BVRY9503
1	Flat Car	100 Ton 89'	BVRY9504
1	Flat Car	100 Ton 89'	BVRY9505
1	Flat Car	100 Ton 89'	BVRY9506
1	Flat Car	100 Ton 89'	BVRY9507
1	Flat Car	100 Ton 89'	BVRY9508

Together with all present and future additions, parts, accessories, attachments, substitutions, repairs, improvements and replacements thereof or thereto, and any and all proceeds thereof, including, without limitation, proceeds of insurance.

TPS Leasing Company, LLC
By: [Signature]
Title: Pres.

Brandywine Valley Railroad Company
(Customer Name)
By: [Signature]
Title: General Manager

SCHEDULE "A"

Rec. No. 18959

This Schedule A is attached to and made a part of Lease Schedule No. 31818-01 dated August 22, 1994, to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

EQUIPMENT LOCATION: 400 West Erie Road; Marshall, MN 56258-1315 & 3000 Ea. 8th Street; Columbus, NE 686

EQUIPMENT DESCRIPTION: (66) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100VE, Spec. No. 3218

Serial Nos.	Reporting Marks/ Running Nos.	Serial Nos.	Reporting Marks/ Running Nos.
504088	SYRX200263	504207	SYRX200382
504097	SYRX200272	504208	SYRX200383
504098	SYRX200273	504209	SYRX200384
504106	SYRX200281	504649	SYRX200385
504113	SYRX200288	504650	SYRX200386
504114	SYRX200289	504651	SYRX200387
504123	SYRX200298	504655	SYRX200391
504127	SYRX200302	504656	SYRX200392
504131	SYRX200306 CASUALTY	504657	SYRX200393
504142	SYRX200317	504658	SYRX200394
504148	SYRX200323	504659	SYRX200395
504154	SYRX200329	504660	SYRX200396
504159	SYRX200334	504663	SYRX200399
504161	SYRX200336	504666	SYRX200402
504163	SYRX200338	504667	SYRX200403
504164	SYRX200339	504669	SYRX200405
504165	SYRX200340	504677	SYRX200413
504166	SYRX200341	504679	SYRX200415
504168	SYRX200343	504680	SYRX200416
504170	SYRX200345	504681	SYRX200417
504175	SYRX200350	504682	SYRX200418
504177	SYRX200354	504685	SYRX200421
504180	SYRX200355	504686	SYRX200422
504182	SYRX200357	504687	SYRX200423
504184	SYRX200359	504688	SYRX200424
504187	SYRX200362	504689	SYRX200425
504190	SYRX200365	504690	SYRX200426
504199	SYRX200374	504691	SYRX200427
504200	SYRX200375	504692	SYRX200428
504201	SYRX200376	504693	SYRX200429
504202	SYRX200377	504695	SYRX200431
504204	SYRX200379	504697	SYRX200433
504205	SYRX200380	504698	SYRX200434

Lessor: FLEET CREDIT CORPORATION
By: John M. [Signature]
Title: [Signature]

Lessee: MINNESOTA CORN PROCESSORS
By: [Signature]

SCHEDULE "A"

Rec. No. 18959

This Schedule A is attached to and made a part of Lease Schedule No. 31818-02 dated August 22, 1994, to Master Equipment Lease Agreement dated August 22, 1994 between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

EQUIPMENT LOCATION: 400 West Erie Road; Marshall, MN 56258-1315 & 3000 Ea. 8th Street; Columbus, NE 6860

EQUIPMENT DESCRIPTION: (63) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100VE, Spec. No. 3218

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
504028	SYRX200203	504188	SYRX200363
504073	SYRX200248	504189	SYRX200364
504092	SYRX200267	504191	SYRX200366
504096	SYRX200271	504192	SYRX200367
504099	SYRX200274	504193	SYRX200368
504102	SYRX200277	504194	SYRX200369
504119	SYRX200294	504195	SYRX200370
504120	SYRX200295	504196	SYRX200371
504130	SYRX200305	504197	SYRX200372
504132	SYRX200307	504198	SYRX200373
504137	SYRX200312	504203	SYRX200378
504138	SYRX200313	504206	SYRX200381
504141	SYRX200316	504652	SYRX200388
504144	SYRX200319	504653	SYRX200389
504145	SYRX200320	504654	SYRX200390
504146	SYRX200321	504661	SYRX200397
504147	SYRX200322	504662	SYRX200398
504150	SYRX200325	504664	SYRX200400
504151	SYRX200326	504665	SYRX200401
504152	SYRX200327	504668	SYRX200404
504162	SYRX200337	504670	SYRX200406
504167	SYRX200342	504671	SYRX200407
504169	SYRX200344	504672	SYRX200408
504171	SYRX200346	504673	SYRX200409
504173	SYRX200348	504674	SYRX200410
504174	SYRX200349	504675	SYRX200411
504177	SYRX200352	504234	SYRX200412
504181	SYRX200356	504678	SYRX200414
504183	SYRX200358	504683	SYRX200419
504185	SYRX200360	504684	SYRX200420
504186	SYRX200361	504694	SYRX200430
		504696	SYRX200432

Lessor: FLEET CREDIT CORPORATION
By: [Signature]
Title: [Signature]

Lessee: MINNESOTA CORN PROCESSORS
By: [Signature]

SCHEDULE "A"

Rec. No. 18959-A

This Schedule A is attached to and made a part of Lease Schedule No. 31818-03 dated September 12, 1994, to Master Equipment Lease Agreement dated August 22, 1994 between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

EQUIPMENT LOCATION: 3000 East 8th Street, Columbus, NE 68601
400 West Erie Road, Marshall, MN 56258-1315

EQUIPMENT DESCRIPTION: (36) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100W3

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
504613	SYRX200435	504631	SYRX200453
504614	SYRX200436	504632	SYRX200454
504615	SYRX200437	504633	SYRX200455
504616	SYRX200438	504634	SYRX200456
504617	SYRX200439	504635	SYRX200457
504618	SYRX200440	504636	SYRX200458
504619	SYRX200441	504637	SYRX200459
504620	SYRX200442	504638	SYRX200460
504621	SYRX200443	504639	SYRX200461
504622	SYRX200444	504640	SYRX200462
504623	SYRX200445	504641	SYRX200463
504624	SYRX200446	504642	SYRX200464
504625	SYRX200447	504643	SYRX200465
504626	SYRX200448	504644	SYRX200466
504627	SYRX200449	504645	SYRX200467
504628	SYRX200450	504646	SYRX200468
504629	SYRX200451	504647	SYRX200469
504630	SYRX200452	504648	SYRX200470

This is counterpart No. 1 of a total of 37 counterparts. Only counterpart No. 1 shall be considered chattel paper for purposes of the Uniform Commercial Code and a security interest may be perfected only by possession of counterpart No. 1.

Lessor: FLEET CREDIT CORPORATION
By: [Signature]
Title: [Signature]

Lessee: MINNESOTA CORN PROCESSORS
By: [Signature]
Title: [Signature]

SCHEDULE "A" Rec. No. 18959-B

This Schedule A is attached to and made a part of Lease Schedule No. 31818-04 dated October 7, 1994, to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

EQUIPMENT LOCATION: 3000 East 8th Street, Columbus, NE 68601
400 West Erie Road, Marshall, MN 56258-1315

EQUIPMENT DESCRIPTION: (27) 30,143 Gallon, 119-3/8 ID, Non-Coiled and Non-Insulated Railroad Tank Cars, DOT 111A100W1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
505278	AMIX300075	505292	AMIX300089
505279	AMIX300076	505293	AMIX300090
505280	AMIX300077	505294	AMIX300091
505281	AMIX300078	505295	AMIX300092
505282	AMIX300079	505296	AMIX300093
505283	AMIX300080	505297	AMIX300094
505284	AMIX300081	505298	AMIX300095
505285	AMIX300082	505299	AMIX300096
505286	AMIX300083	505300	AMIX300097
505287	AMIX300084	505301	AMIX300098
505288	AMIX300085	505302	AMIX300099
505289	AMIX300086	505303	AMIX300100
505290	AMIX300087	505304	AMIX300101
505291	AMIX300088 CASUALTY		

This is a copy of the original counterparts.
Original counterparts are made of chadepaper
for purposes of identification. The original Code and a
security label are attached to each copy by possession of
counterparty No. 1.

Lessor: FLEET CREDIT CORPORATION

Lessee: MINNESOTA CORN PROCESSORS

By: Nelwanda Hayes

By: [Signature]

Title: Vice President

Title: President

SCHEDULE "A"

Rec. No. 18959-C

This Schedule A is attached to and made a part of Lease Schedule No. 31818-05 dated December 12, 1994, to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 Years

EQUIPMENT DESCRIPTION: (11) 5125 Cu. Ft. Power Flo Covered Hopper Cars Moving on own Wheels.
Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
2330-1	AMIX5025
2330-2	AMIX5026
2330-3	AMIX5027
2330-4	AMIX5028
2330-5	AMIX5029
2330-6	AMIX5030
2330-7	AMIX5031
2330-8	AMIX5032
2330-9	AMIX5033
2330-10	AMIX5034
2330-11	AMIX5035

Lessor: FLEET CREDIT CORPORATION

Lessee: MINNESOTA CORN PROCESSORS

By: _____

By: Richard Jorgensen

Title: _____

Title: President

SCHEDULE "A" Rec. No. 18959-D

This Schedule A is attached to and made a part of Lease Schedule No. 31818-06 dated May 25, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 Years

EQUIPMENT DESCRIPTION: (30) New Trinity Industries, Inc. Hopper Cars Moving on own Wheels.
Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
741459	DMEX5040
741474	DMEX5055
741475	DMEX5056
741476	DMEX5057
741477	DMEX5058
741455	DMEX5036
741456	DMEX5037
741457	DMEX5038
741458	DMEX5039
741464	DMEX5045
741469	DMEX5050
741470	DMEX5051
741471	DMEX5052
741478	DMEX5059
741479	DMEX5060
741463	DMEX5044
741472	DMEX5053
743899	DMEX5064
743897	DMEX5062
743898	DMEX5063
741450	DMEX5041
741461	DMEX5042
741462	DMEX5043
741465	DMEX5046
741467	DMEX5048
741468	DMEX5049
741466	DMEX5047
741473	DMEX5054
743896	DMEX5061
743700	DMEX5065

Lessor: FLEET CREDIT CORPORATION
By: Lina M. Ferruolo
Name: LINA M. FERRUOLO
Title: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS
By: Richard J. Ferguson
Name: Richard J. Ferguson
Title: 12/30/95

SCHEDULE "A" Rec. No. 18959-E

This Schedule A is attached to and made a part of Lease Schedule No. 31818-07 dated June 5, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 Years

EQUIPMENT DESCRIPTION: (21) New Trinity Industries, Inc. 30,143 Gallon, 119-3/8 ID, Non-Coiled and Non-Insulated Railroad Tank Cars. DOT 111A10001, Model 10-301-5 (Ethanol Cars)
Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
511565	DHIX300104
511581	DHIX300120
511578	DHIX300117
511579	DHIX300118
511580	DHIX300119
511563	DHIX300102
511564	DHIX300103
511566	DHIX300105
511567	DHIX300106
511568	DHIX300107
511569	DHIX300108
511570	DHIX300109
511571	DHIX300110
511572	DHIX300111
511574	DHIX300113
511575	DHIX300114
511576	DHIX300115
511582	DHIX300121
511573	DHIX300112
511577	DHIX300116
511583	DHIX300122

Lessor: FLEET CREDIT CORPORATION

By: Lina M. Ferruolo

Name: LINA M. FERRUOLO

Title: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS

By: Richard Jurgenson

Name: Richard Jurgenson

Title: Assistant Vice President

This is counterpart No. 1 of a total of 2 counterparts.
Only counterpart No. 1 shall be considered chattel paper
for purposes of the Uniform Commercial Code and a
security interest may be perfected only by possession of

Schedule "A"

Rec. No. 18959-F

This Schedule A is attached to and made a part of Lease Schedule No. 31818-08 dated August 9, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 years

EQUIPMENT DESCRIPTION: (50) ACT INDUSTRIES, HOPPER CAR ON OWN WHEELS, 100-TON ROLLER BEARING, CT 6200 CENTER FLOW

Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
015284	DMIX6000
015285	DMIX6001
015286	DMIX6002
015287	DMIX6003
015288	DMIX6004
015289	DMIX6005
015290	DMIX6006
015291	DMIX6007
015292	DMIX6008
015293	DMIX6009
015294	DMIX6010
015295	DMIX6011
015296	DMIX6012
015297	DMIX6013
015298	DMIX6014
015299	DMIX6015
015300	DMIX6016
015301	DMIX6017
015302	DMIX6018
015303	DMIX6019
015304	DMIX6020
015305	DMIX6021
015306	DMIX6022
015307	DMIX6023
015308	DMIX6024

Page 1 of 2

Lessor: FLEET CREDIT CORPORATION
 BY: [Signature]
 NAME: LINA M. FERRUOLO
 TITLE: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS
 BY: [Signature]
 NAME: Richard Ferguson
 TITLE: President

Rec. No. 18959-F

Schedule "A"

This Schedule A is attached to and made a part of Lease Schedule No. 31812-08 dated August 9, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 years

EQUIPMENT DESCRIPTION: (50) ACT INDUSTRIES, HOPPER CAR ON OWN WHEELS, 100-TON ROLLER BEARING CF 6200 CENTER FLOW

Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
015309	DMIX6025
015310	DMIX6026
015311	DMIX6027
015312	DMIX6028
015313	DMIX6029
015314	DMIX6030
015315	DMIX6031
015316	DMIX6032
015317	DMIX6033
015318	DMIX6034
015319	DMIX6035
015320	DMIX6036
015321	DMIX6037
015322	DMIX6038
015323	DMIX6039
015324	DMIX6040
015325	DMIX6041
015326	DMIX6042
015327	DMIX6043
015328	DMIX6044
015329	DMIX6045
015330	DMIX6046
015331	DMIX6047
015332	DMIX6048
015333	DMIX6049

Page 2 of 2

Lessor: FLEET CREDIT CORPORATION
 BY: *Lina M. Ferruolo*
 NAME: LINA M. FERRUOLO
 TITLE: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS
 BY: x
 NAME: x *Richard Jorgensen*
 TITLE: x *President*

SCHEDULE A

TPS
Leasing

To: Security Agreement Lease
 LCC Subordination
 Other _____

Rec. No. 20150

Between Transamerica Business Credit Corporation

Customer Name: TPS Leasing Company, LLC

Equipment Location: 1170 Eighth Avenue, Room 668, Martin Tower
 Bethlehem, PA 18018

Equipment Description

Fifty (50) 1974 and 1975 Rail Cars as identified below:

<u>Qty.</u>	<u>Type</u>	<u>Description</u>	<u>Car # Prior to Modification</u>	<u>Car # Post Modification</u>
1	Flat Car	70 Ton, 89ft.	KNDX636000	SH200
1	Flat Car	70 Ton, 89ft.	KNDX636006	SH201
1	Flat Car	70 Ton, 89ft.	KNDX636007	SH202
1	Flat Car	70 Ton, 89ft.	KNDX636008	SH203
1	Flat Car	70 Ton, 89ft.	KNDX636010	SH204
1	Flat Car	70 Ton, 89ft.	KNDX636019	SH205
1	Flat Car	70 Ton, 89ft.	KNDX636021	SH206
1	Flat Car	70 Ton, 89ft.	KNDX636023	SH207
1	Flat Car	70 Ton, 89ft.	KNDX636026	SH208
1	Flat Car	70 Ton, 89ft.	KNDX636027	SH209
1	Flat Car	70 Ton, 89ft.	KNDX636033	SH210
1	Flat Car	70 Ton, 89ft.	KNDX636053	SH211
1	Flat Car	70 Ton, 89ft.	KNDX636057	SH212
1	Flat Car	70 Ton, 89ft.	KNDX636060	SH213
1	Flat Car	70 Ton, 89ft.	KNDX636061	SH214
1	Flat Car	70 Ton, 89ft.	KNDX636067	SH215
1	Flat Car	70 Ton, 89ft.	KNDX636068	SH216
1	Flat Car	70 Ton, 89ft.	KNDX636069	SH217
1	Flat Car	70 Ton, 89ft.	KNDX636074	SH218
1	Flat Car	70 Ton, 89ft.	KNDX636078	SH219
1	Flat Car	70 Ton, 89ft.	KNDX636080	SH220
1	Flat Car	70 Ton, 89ft.	KNDX636081	SH221
1	Flat Car	70 Ton, 89ft.	KNDX636095	SH222
1	Flat Car	70 Ton, 89ft.	KNDX636096	SH223
1	Flat Car	70 Ton, 89ft.	KNDX636103	SH224
1	Flat Car	70 Ton, 89ft.	KNDX636108	SH225
1	Flat Car	70 Ton, 89ft.	KNDX636115	SH226
1	Flat Car	70 Ton, 89ft.	KNDX636116	SH227
1	Flat Car	70 Ton, 89ft.	KNDX636123	SH228
1	Flat Car	70 Ton, 89ft.	KNDX636125	SH229
1	Flat Car	70 Ton, 89ft.	KNDX636129	SH230

SCHEDULE A

To: Security Agreement Lease
 UCC Subordination
 Other _____

Between Transamerica Business Credit Corporation

Customer Name: TPS Leasing Company LLC

Equipment Location: 1170 Eighth Avenue, Room 668, Martin Tower
Bethlehem, PA 18018

Qty.	Type	Description	Car # Prior to Modification	Car # Post Modification
1	Flat Car	70 Ton, 89ft.	KNDX636130	SH231
1	Flat Car	70 Ton, 89ft.	KNDX636134	SH232
1	Flat Car	70 Ton, 89ft.	KNDX636142	SH233
1	Flat Car	70 Ton, 89ft.	KNDX636146	SH234
1	Flat Car	70 Ton, 89ft.	KNDX636152	SH235
1	Flat Car	70 Ton, 89ft.	KNDX636160	SH236
1	Flat Car	70 Ton, 89ft.	KNDX636161	SH237
1	Flat Car	70 Ton, 89ft.	KNDX636175	SH238
1	Flat Car	70 Ton, 89ft.	KNDX636177	SH239
1	Flat Car	70 Ton, 89ft.	KNDX636178	SH240
1	Flat Car	70 Ton, 89ft.	KNDX636193	SH241
1	Flat Car	70 Ton, 89ft.	KNDX636201	SH242
1	Flat Car	70 Ton, 89ft.	KNDX636202	SH243
1	Flat Car	70 Ton, 89ft.	KNDX636203	SH244
1	Flat Car	70 Ton, 89ft.	KNDX636209	SH245
1	Flat Car	70 Ton, 89ft.	KNDX636211	SH246
1	Flat Car	70 Ton, 89ft.	KNDX636214	SH247
1	Flat Car	70 Ton, 89ft.	KNDX636222	SH248
1	Flat Car	70 Ton, 89ft.	KNDX636229	SH249

"Together with all present and future additions, parts, accessories, attachments, substitutions, repairs, improvements and replacements thereof or thereto, and any and all proceeds thereof, including, without limitation, proceeds of insurance."

"All of Debtor's right, title and interest in any and all presently existing or hereafter arising leases or rental agreements pertaining to any of the equipment described above and all accounts, chattel paper and general intangibles relating to the collateral which may now exist or hereafter arise, together with all rights arising thereunder, including, without limitation, all rights of the Debtor to receive all payments due and to become due thereunder, and any and all proceeds of the foregoing including but not limited to Schedule A Rail Equipment List to Rail Equipment Lease Number 05/1204-01L dated June 6, 1996 between TPS Leasing Company, LLC as Lessor and Steeiton and Highspire Railroad Company as Lessee."

Transamerica Business Credit Corporation

~~TPS Leasing Company, LLC~~

By: [Signature]

By: [Signature]

Title: [Signature]

Thomas T. Toland
 Title: President