

Counterparts - K. Bartman

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 17040-F FILED

NOV 6 '97

2-25 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 6, 1997

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, dated as of November 6, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to certain railroad equipment previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto. Please file the Memorandum under Recordation Number 17040-F and cross-index under the remaining Recordation Numbers.

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

Seller/Assignor: GAPB Venture Corporation
Four Embarcadero Center, Suite 2200
San Francisco, California 94111

Purchaser/Assignee: Wilmington Trust Company, as Owner Trustee
under PBG Equipment Trust Agreement
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Memorandum.

NOV 6 2 25 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
November 6, 1997
Page 2

Also enclosed is a check in the amount of \$144.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

Please index under the following Recordation Numbers:

17040-F
17942-H
17978-D
19321-R
19370-E
19586-C

RECORDATION NO. 17040-F FILED

NOV 6 '97 2-25 PM

RECORDATION NO. 17942-H FILED

NOV 6 '97 2-25 PM

RECORDATION NO. 17978-D FILED

NOV 6 '97 2-25 PM

RECORDATION NO. 19321-R FILED

NOV 6 '97 2-25 PM

RECORDATION NO. 19370-E FILED

NOV 6 '97 2-25 PM

RECORDATION NO. 19586-C FILED

NOV 6 '97 2-25 PM

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 16th Street, NW #200
Washington, DC 20006

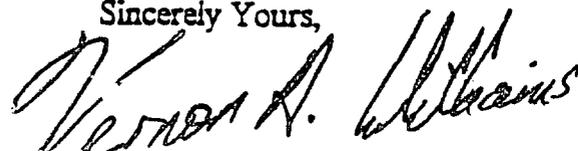
DATE: 11-6-97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 11-6-97 at 2:25PM, and
assigned recordation number(s).

17040-F, 17942-H, 17978-D, 19321-^S~~A~~, 19370-E and 19586-C.

Sincerely Yours,

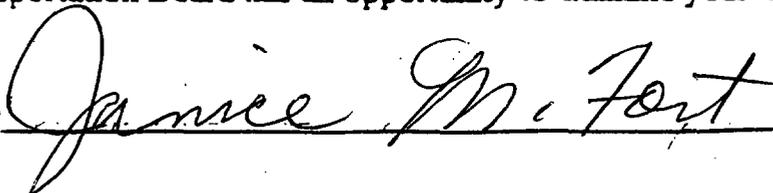


Vernon A. Williams
Secretary

Enclosure(s)

\$ 144.00 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.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

RECORDATION NO. 17040-F FILED
NOV 6 '97 2-25 PM

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of ~~October~~ ^{November} 6, 1997, by and between GAPB VENTURE CORPORATION, Seller/Assignor, and WILMINGTON TRUST COMPANY, Purchaser/Assignee, not in its individual capacity, but solely as Owner Trustee under the PBG Equipment Trust Agreement dated as of November 1, 1997 among Wilmington Trust Company and PBG Partners L.L.C.

WITNESSETH:

The undersigned have entered into (i) that certain Bill of Sale, dated as of ~~October~~ ^{November} 6, 1997, and (ii) that certain Assignment and Assumption Agreement, dated as of ~~October~~ ^{November} 6, 1997, together by which Seller/Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Purchaser/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto arising on or after the closing date. The documents relating to the railroad equipment are set forth in exhibits to the Assignment and Assumption Agreement. The railroad equipment is set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GAPB VENTURE CORPORATION

By Thomas C. Nord
Name: Thomas C. Nord
Title: Vice President

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

By _____
Name:
Title:

**MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of November 6, 1997, by and between GAPB VENTURE CORPORATION, Seller/Assignor, and WILMINGTON TRUST COMPANY, Purchaser/Assignee, not in its individual capacity, but solely as Owner Trustee under the PBG Equipment Trust Agreement dated as of November 1, 1997 among Wilmington Trust Company and PBG Partners L.L.C.

WITNESSETH:

The undersigned have entered into (i) that certain Bill of Sale, dated as of November 6, 1997, and (ii) that certain Assignment and Assumption Agreement, dated as of November 6, 1997, together by which Seller/Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Purchaser/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto arising on or after the closing date. The documents relating to the railroad equipment are set forth in exhibits to the Assignment and Assumption Agreement. The railroad equipment is set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GAPB VENTURE CORPORATION

By _____
Name:
Title:

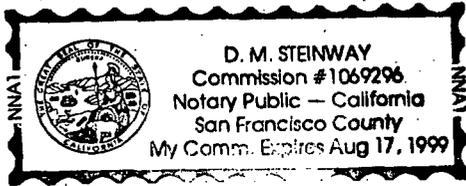
WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

By _____
Name:
Title:

James P. Lawler
Vice President

STATE OF California)
) ss:
COUNTY OF San Francisco)

On this 31 day of October, 1997, before me personally appeared Thomas C. Nord, to me personally known, who, being by me duly sworn, did say that he/~~she~~ is a Vice President of GAPB Venture Corporation, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of said instrument was the free act and deed of the corporation.



D M Steinway
NOTARY PUBLIC

My commission expires: 8/17/99

STATE OF _____)
) ss:
COUNTY OF _____)

On this _____ day of October, 1997, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he/she is the _____ of Wilmington Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My commission expires:

STATE OF _____)
) ss:
COUNTY OF _____)

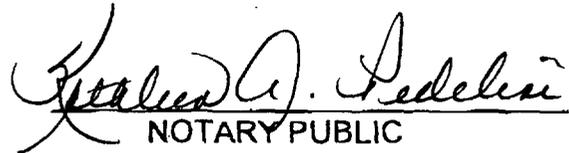
On this ____ day of November, 1997, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he/she is a _____ of GAPB Venture Corporation, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My commission expires:

STATE OF Delaware)
) ss:
COUNTY OF New Castle)

On this 31st day of November, 1997, before me personally appeared James P. Lawler, to me personally known, who, being by me duly sworn, did say that he/she is the VICE PRESIDENT of Wilmington Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.



NOTARY PUBLIC

KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires October 31, 1998

My commission expires:

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 801 dated as of November 8, 19⁹⁰ to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
<u>17</u> 35	THIRTY FIVE ^{SEVENTEEN} Trinity Industries, Inc. Rail Tank Cars.	RPBX17100
		RPBX17101
		RPBX17102
		RPBX17103
		RPBX17104
		RPBX17105
		RPBX17106
		RPBX17107
		RPBX17109
		RPBX17110
		RPBX17111
		RPBX17112
		RPBX17113
		RPBX17114
		RPBX17115
		RPBX17116
		RPBX17117

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

By: [Signature]
Printed Name: L.D. OSMANSKI
Title: Vice President
Operations

LESSEE:
Rhone-Poulenc, Inc.

By: [Signature]
Printed Name: N. WEYENBETH
Title: Treasurer

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 802 dated as of Nov. 16, 1990 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17108 RPBX17118 RPBX17119 RPBX17120 RPBX17122 RPBX17123 RPBX17124 RPBX17125 RPBX17126 RPBX17127 RPBX17130 RPBX17135

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: *L.D. Osmanski*

Printed Name: L.D. OSMANSKI

Vice President

Title: Operations

LESSEE:

Rhone-Poulenc, Inc.

By: *x Miquelouh Weyeneth*

Printed Name: x MIQUELOUH W. WEYENETH

Title: x Treasurer

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 803 dated as of December 19, 1990 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17121 RPBX17129 RPBX17131 RPBX17133 RPBX17132 RPBX17134 RPBX17136 RPBX17137 <i>correct</i> RPBX17139 RPBX17140 RPBX17142 RPBX17147

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: *L.D. Osmanski*

Printed Name: L.D. OSMANSKI

Title: Operations

MSTRSCHA
1/90

LESSEE:

Res Rhone-Poulenc, Inc.

By: *Miquelou L. Weyeneth*

Printed Name: Miquelou L. Weyeneth
Treasurer

Title: 12/19/90

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 804 dated as of December 21, 1990 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17141 RPBX17143 RPBX17145 RPBX17148 RPBX17128 RPBX17138 RPBX17144 RPEX17150 RPEX17151 RPEX17154 RPEX17155 RPBX17157

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: [Signature]

Printed Name: E.D. OSMANOV

Title: Ops.

LESSEE:

Rhone-Poulenc, Inc.

By: [Signature]

Printed Name: MICHELON H. WEYENETH

Title: TREASURER



PBCC

Pitney Bowes Credit Corporation

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 806 dated as of January 30, 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
19 Nineteen	Trinity Industries, Inc. Rail Tank Cars	RPBX17146
		RPBX17149
		RPBX17161
		RPBX17162
		RPBX17163
		RPBX17164 (a)
		RPBX17166
		RPBX17169
		RPBX17170
		RPBX17171
		RPBX17172
		RPBX17173
		RPBX17174
		RPBX17176
RPBX17178		
RPBX17179		
RPBX17180 (a)		
RPBX17181		
RPBX17182		

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: [Signature]

Printed Name: I. D. OSMAJSKI

Vice President
Operations

Title: _____

LESSEE:

R.P. Rhone-Poulenc, Inc.

By: x [Signature]
Miquelon L. Weyeneth

Printed Name: L

Title: x Treasurer

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 807 dated as of February 25, 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
13 Thirteen	Trinity Industries, Inc. Rail Tank Cars	RPBX17152 RPBX17168 RPBX17175 <i>casualty</i> RPBX17177 RPBX17183 RPBX17184 RPBX17187 RPBX17188 RPBX17189 RPBX17190 RPBX17191 RPBX17193 RPBX17194

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: *[Signature]*

Printed Name: L. D. OSMANSKI

Title: Vice President Operations

MSTRSCHA
1/90

LESSEE:

[Signature] Rhone-Poulenc, Inc.

By: *[Signature]*

Printed Name: X Miquelon L. Weyeneth

Title: X Treasurer

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 808 dated as of March 18, 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
7 Seven	Trinity Industries, Inc. Rail Tank Cars	RPBX17185 RPBX17186 RPBX17192 RPBX17195 RPBX17197 RPBX17198 RPBX17202

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: [Signature]

Printed Name: L.D. OSMA NSKI

Vice President

Title: Operations

MSTRSCHA

1/90

LESSEE:

[Signature]

Rhone-Poulenc, Inc.

By: X [Signature]

Printed Name: X Miquelon L. Weyeneth

Treasurer

Title: X

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 809 dated as of April 3, 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17196 RPBX17199 RPBX17200 RPBX17201 RPBX17203 RPBX17204 RPBX17205 RPBX17206 RPBX17207 RPBX17208 RPBX17209 RPBX17210

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: John A. Vallis

Printed Name: John A. Vallis

Title: Region Credit Manager

MSTRSCHA

1/90

LESSEE:

Rhone-Poulenc, Inc.

By: x Nicolas Weyenoff

Printed Name: x NICOLAS L. WEYENOFF

Title: x Treasurer

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 810 dated as of October 23, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

<u>Quantity</u>	<u>Equipment Description</u>	<u>Serial No.</u>
20	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23168 RPEX23170 RPEX23172 RPEX23173 RPEX23175 RPEX23176 RPEX23177 RPEX23178 RPEX23179 RPEX23180 RPEX23199 RPEX23192 RPEX23181 RPEX23189 RPEX23190 RPEX23185 RPEX23188 RPEX23182 RPEX23183 RPEX23184

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: Matthew Donovan

Printed Name: Matthew Donovan

Title: Regional Credit Manager

LESSEE:

Rhone-Poulenc Inc.

By: X Lois H. Fuchs

Printed Name: X Lois H. Fuchs

Title: X Treasurer

MSTRSCHA

1/90

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 811 dated as of October 28, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
37	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23196 RPBX23228 RPBX23233 RPBX23221 RPBX23217 RPBX23220 RPBX23191 RPBX23244 RPBX23234 RPBX23203 RPBX23231 RPBX23174 RPBX23198 RPBX23200 RPBX23201 RPBX23206 RPBX23204 RPBX23187 RPBX23193 RPBX23212 RPBX23209 RPBX23207 RPBX23219 RPBX23214 RPBX23216 RPBX23218 RPBX23211 RPBX23227 RPBX23232 RPBX23202 RPBX23223 RPBX23226 RPBX23245 RPBX23253 RPBX23165 RPBX23251 RPBX23186

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION
By: Matthew Donagan
Printed Name: Matthew Donagan
Title: Regional Credit Manager

LESSEE:
Rhone-Poulenc Inc.
By: Lois H. Fuchs
Printed Name: X
Title: X Lois H. Fuchs Treasurer

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 812 dated as of November 9th, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
20	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23272 RPBX23269 RPBX23247 RPBX23164 RPBX23261 RPBX23263 RPBX23258 RPBX23254 RPBX23257 RPBX23268 RPBX23166 RPBX23265 RPBX23284 RPBX23262 RPBX23171 RPBX23255 RPBX23264 RPBX23282 RPBX23238 RPBX23280

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: Matthew Donovan

Printed Name: Matthew DONOVAN

Title: Residual Credit Manager

LESSEE:

Rhone-Poulenc Inc.

By: X Lois H. Fuchs

Printed Name: X Lois H. Fuchs Treasurer

Title: X Treasurer

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 813 dated as of December 1st, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
17	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23208 RPBX23286 RPBX23279 RPBX23283 RPBX23273 RPBX23246 RPBX23248 RPBX23215 RPBX23235 RPBX23205 RPBX23197 RPBX23222 RPBX23210 RPBX23237 RPBX23242 RPBX23240 RPBX23213

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

By: Matthew Bosoway
Printed Name: MATTHEW BOSOWAY
Title: REGIONAL CREDIT MANAGER

LESSEE:
Rhone-Poulenc Inc.

By: X Lois H. Fuchs
Printed Name: X Lois H. Fuchs
Title: X Treasurer

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 814 dated of December 18, 1992 to Master Equipment Lease Agreement No. 0056135 dated as September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and undersigned Lessee.

Quantity	Equipment Description	Serial No.
30	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23163 RPBX23167 RPBX23169 RPBX23194 RPBX23195 RPBX23224 RPBX23225 RPBX23229 RPBX23230 RPBX23236 RPBX23239 RPBX23241 RPBX23243 RPBX23249 RPBX23250 RPBX23252 RPBX23256 RPBX23259 RPBX23260 RPBX23266 RPBX23267 RPBX23270 RPBX23271 RPBX23274 RPBX23275 RPBX23276 RPBX23277 RPBX23278 RPBX23281 RPBX23285

ORIGINAL

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt o copy.

LESSOR:
 PITNEY BOWES CREDIT CORPORATION
 By: Matthew Dajwan
 Printed Name: Matthew Dajwan
 Title: Region Credit Manager

LESSEE:
 Rhone-Poulenc Inc.
 By: David R. Segal
 Printed Name: Assistant Treasurer
 Title: David R. Segal

SCHEDULE Recordation Number 17040-B
Equipment I

This schedule is attached to and made a part of Lease Schedule 815 dated as of August 19, 1994 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Running Nos.
20	Union Tank Car Phosphoric Acid Tank Cars with 15,470 gallon capacity, DOT 111A100W1	RPBX 17300 RPBX 17301 RPBX 17302 RPBX 17303 RPBX 17304 RPBX 17305 RPBX 17306 RPBX 17307 RPBX 17308 RPBX 17309 RPBX 17310 RPBX 17311 RPBX 17312 RPBX 17313 RPBX 17314 RPBX 17315 RPBX 17316 RPBX 17317 RPBX 17318 RPBX 17319

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION
By: *Michael J. Leyh*
Printed Name: MICHAEL J. LEYH
Title: Vice President
Credit/Operations

LESSEE:
Rhone-Poulenc Inc.
By: *David R. Segal*
Printed Name: David R. Segal
Title: Assistant Treasurer

Exhibit A

SCHEDULE
Equipment Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 816 dated as of November 3, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity Equipment Description

Twenty (20) Union Tank Railcars, DOT 111A100W2 with the following reporting marks:

- | | |
|------------|------------|
| RPBX 23500 | RPBX 23511 |
| RPBX 23501 | RPBX 23512 |
| RPBX 23502 | RPBX 23513 |
| RPBX 23503 | RPBX 23515 |
| RPBX 23505 | RPBX 23516 |
| RPBX 23506 | RPBX 23517 |
| RPBX 23507 | RPBX 23518 |
| RPBX 23508 | RPBX 23521 |
| RPBX 23509 | RPBX 23524 |
| RPBX 23510 | RPBX 23525 |

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

RHONE-POULENC INC.

By: *Michael J. LeVH*

By: *John M. Iatesta*

Printed Name: Michael J. LeVH

Printed Name: John M. Iatesta

Title: Vice President
Credit Operations

Title: Senior Corporate Counsel
and Assistant Secretary

Exhibit A
SCHEDULE
Equipment
Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 817 dated as of November 15, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description
Twenty (20)	Union Tank Railcars, DOT 111A100W2 with the following reporting marks:
	RPBX 23514 RPBX 23532
	RPBX 23519 RPBX 23533
	RPBX 23520 RPBX 23534
	RPBX 23522 RPBX 23536
	RPBX 23523 RPBX 23537
	RPBX 23526 RPBX 23540
	RPBX 23527 RPBX 23541
	RPBX 23528 RPBX 23543
	RPBX 23529 RPBX 23544
	RPBX 23530 RPBX 23548

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

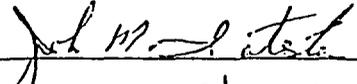
LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

RHONE-POULENC INC.

By: 

By: 

Printed Name: MICHAEL J. LEYH

Printed Name: John M. Testa

Title: Vice President

Title: Senior Vice President and

Assistant Secretary

SCHEDULE **Exhibit A**
Equipment :

Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 818 dated as of December 5, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

<u>Quantity</u>	<u>Equipment Description</u>
Twenty (20)	Union Tank Railcars, DOT 111A100W2 with the following reporting marks: RPBX 23535 RPBX 23556 RPBX 23538 RPBX 23557 RPBX 23545 RPBX 23560 RPBX 23546 RPBX 23562 RPBX 23547 RPBX 23563 RPBX 23549 RPBX 23564 RPBX 23550 RPBX 23565 RPBX 23551 RPBX 23566 RPBX 23554 RPBX 23570 RPBX 23555 RPBX 23571

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

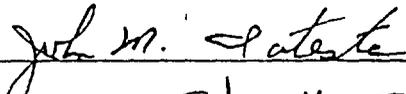
LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

RHONE-POULENC INC.

By: 

By: 

Printed Name: MICHAEL J. LEVY

Printed Name: JOHN M. IATESTA

Title: Vice President
Credit/Operations

Title: Senior Corporate Counsel
and Assistant Secretary

SCHEDULE
Equipment

Exhibit A

Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 820 dated as of December 26, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity Equipment Description

Twenty Five (25) Union Tank Railcars, DOT 111A100W2 with the following reporting marks:

RPBX 23504	RPBX 23593
RPBX 23552	RPBX 23594
RPBX 23576	RPBX 23595
RPBX 23582	RPBX 23596
RPBX 23584	RPBX 23597
RPBX 23585	RPBX 23598
RPBX 23586	RPBX 23599
RPBX 23587	RPBX 23600
RPBX 23588	RPBX 23601
RPBX 23589	RPBX 23602
RPBX 23590	RPBX 23603
RPBX 23591	RPBX 23604
RPBX 23592	

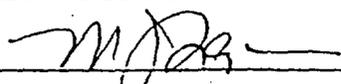
This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

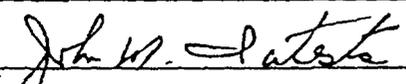
LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

RHONE-POULENC INC.

By: 

By: 

Printed Name: MICHAEL J. LEVH

Printed Name: John M. Tatesta

Title: Vice President
Credit/Operations

Title: Senior Corporate Counsel/
and Assistant Secretary

ADDENDUM A TO SCHEDULE 802
Equipment List

Recordation Number 17942

This schedule is attached to and made a part of Equipment Lease Schedule 802 dated as of September 18, 1992 to Master Equipment Lease Agreement No. 0057059 dated as of September 18, 1992 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

	MANUFACTURER	CAR NUMBER		CAR TYPE	CAPACITY
1	UNION TANK	ETCX 029058	ST	111A100 W1	29000
2	UNION TANK	ETCX 029059	ST	111A100 W1	29000
3	UNION TANK	ETCX 029060	ST	111A100 W1	29000
4	UNION TANK	ETCX 029061	ST	111A100 W1	29000
5	UNION TANK	ETCX 029063	ST	111A100 W1	29000
6	UNION TANK	ETCX 029064	ST	111A100 W1	29000
7	UNION TANK	ETCX 029065	ST	111A100 W1	29000
8	UNION TANK	ETCX 029066	ST	111A100 W1	29000
9	UNION TANK	ETCX 029068	ST	111A100 W1	29000
10	UNION TANK	ETCX 029069	ST	111A100 W1	29000
11	UNION TANK	ETCX 029070	ST	111A100 W1	29000
12	UNION TANK	ETCX 029071	ST	111A100 W1	29000
13	UNION TANK	ETCX 029072	ST	111A100 W1	29000
14	UNION TANK	ETCX 029074	ST	111A100 W1	29000
15	UNION TANK	ETCX 029075	ST	111A100 W1	29000
16	UNION TANK	ETCX 029076	ST	111A100 W1	29000
17	UNION TANK	ETCX 029079	ST	111A100 W1	29000
18	UNION TANK	ETCX 029082	ST	111A100 W1	29000
19	UNION TANK	ETCX 029067	ST	111A100 W1	29000
20	UNION TANK	ETCX 029073	ST	111A100 W1	29000
21	UNION TANK	ETCX 029077	ST	111A100 W1	29000
22	UNION TANK	ETCX 029078	ST	111A100 W1	29000
23	UNION TANK	ETCX 029080	ST	111A100 W1	29000
24	UNION TANK	ETCX 029081	ST	111A100 W1	29000
25	UNION TANK	ETCX 029082	ST	111A100 W1	29000
26	UNION TANK	ETCX 029083	ST	111A100 W1	29000
27	UNION TANK	ETCX 029084	ST	111A100 W1	29000
28	UNION TANK	ETCX 029085	ST	111A100 W1	29000
29	UNION TANK	ETCX 029086	ST	111A100 W1	29000
30	UNION TANK	ETCX 029087	ST	111A100 W1	29000
31	UNION TANK	ETCX 029089	ST	111A100 W1	29000
32	UNION TANK	ETCX 029090	ST	111A100 W1	29000
33	UNION TANK	ETCX 029091	ST	111A100 W1	29000
34	UNION TANK	ETCX 029092	ST	111A100 W1	29000
35	UNION TANK	ETCX 029094	ST	111A100 W1	29000
36	UNION TANK	ETCX 029095	ST	111A100 W1	29000
37	UNION TANK	ETCX 029096	ST	111A100 W1	29000
38	UNION TANK	ETCX 029097	ST	111A100 W1	29000
39	UNION TANK	ETCX 029093	ST	111A100 W1	29000

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0057059-802

	MANUFACTURER	CAR NUMBER		CAR TYPE	CAPACITY
40	UNION TANK	ETCX 029099	ST	111A100 W1	29000
41	UNION TANK	ETCX 029100	ST	111A100 W1	29000
42	UNION TANK	ETCX 029101	ST	111A100 W1	29000
43	UNION TANK	ETCX 029103	ST	111A60A LW	29000
44	UNION TANK	ETCX 029102	ST	111A100 W1	29000
45	UNION TANK	ETCX 029104	ST	111A100 W1	29000
46	UNION TANK	ETCX 029105	ST	111A100 W1	29000
47	UNION TANK	ETCX 029107	ST	111A100 W1	29000
48	UNION TANK	ETCX 029108	ST	111A100 W1	29000
49	TRINTY	ETCX 022000	ST	111A100 W1	22000
50	TRINTY	ETCX 022001	ST	111A100 W1	22000
51	TRINTY	ETCX 022002	ST	111A100 W1	22000
52	TRINTY	ETCX 022003	ST	111A100 W1	22000
53	TRINTY	ETCX 022004	ST	111A100 W1	22000
54	TRINTY	ETCX 022005	ST	111A100 W1	22000
55	TRINTY	ETCX 022006	ST	111A100 W1	22000
56	TRINTY	ETCX 022007	ST	111A100 W1	22000
57	TRINTY	ETCX 022008	ST	111A100 W1	22000
58	TRINTY	ETCX 022009	ST	111A100 W1	22000
59	TRINTY	ETCX 022010	ST	111A100 W1	22000
60	TRINTY	ETCX 022012	ST	111A100 W1	22000
61	TRINTY	ETCX 022013	ST	111A100 W1	22000
62	TRINTY	ETCX 022014	ST	111A100 W1	22000
63	TRINTY	ETCX 022016	ST	111A100 W1	22000
64	TRINTY	ETCX 022017	ST	111A100 W1	22000
65	TRINTY	ETCX 022019	ST	111A100 W1	22000
66	TRINTY	ETCX 022021	ST	111A100 W1	22000
67	TRINTY	ETCX 022018	ST	111A100 W1	22000
68	TRINTY	ETCX 022011	ST	111A100 W1	22000
69	TRINTY	ETCX 022015	ST	111A100 W1	22000
70	TRINTY	ETCX 022020	ST	111A100 W1	22000
71	UNION TANK	ETCX 022022	ST	111A100 W1	22000
72	UNION TANK	ETCX 022023	ST	111A100 W1	22000
73	UNION TANK	ETCX 022024	ST	111A100 W1	22000
74	UNION TANK	ETCX 022025	ST	111A100 W1	22000
75	UNION TANK	ETCX 022026	ST	111A100 W1	22000
76	UNION TANK	ETCX 022027	ST	111A100 W1	22000
77	UNION TANK	ETCX 022028	ST	111A100 W1	22000
78	UNION TANK	ETCX 022029	ST	111A100 W1	22000
79	UNION TANK	ETCX 022030	ST	111A100 W1	22000
80	UNION TANK	ETCX 022032	ST	111A100 W1	22000
81	UNION TANK	ETCX 022033	ST	111A100 W1	22000
82	UNION TANK	ETCX 022034	ST	111A100 W1	22000
83	UNION TANK	ETCX 022035	ST	111A100 W1	22000
84	UNION TANK	ETCX 022036	ST	111A100 W1	22000

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	MANUFACTURER	CAR NUMBER		CAR TYPE	CAPACITY
85	UNION TANK	ETCX 022037	ST	111A100 W1	22000
86	UNION TANK	ETCX 022038	ST	111A100 W1	22000
87	UNION TANK	ETCX 022039	ST	111A100 W1	22000
88	UNION TANK	ETCX 022040	ST	111A100 W1	22000
89	UNION TANK	ETCX 022041	ST	111A100 W1	22000
90	UNION TANK	ETCX 022042	ST	111A100 W1	22000
91	UNION TANK	ETCX 022044	ST	111A100 W1	22000
92	UNION TANK	ETCX 022045	ST	111A100 W1	22000
93	TRINITY	ETCX 021000	SS	111A100 W6	21000
94	TRINITY	ETCX 021001	SS	111A100 W6	21000
95	TRINITY	ETCX 021002	SS	111A100 W6	21000
96	TRINITY	ETCX 021003	SS	111A100 W6	21000
97	TRINITY	ETCX 021004	SS	111A100 W6	21000
98	TRINITY	ETCX 021005	SS	111A100 W5	21000
99	TRINITY	ETCX 021006	SS	111A100 W5	21000
00	TRINITY	ETCX 021007	SS	111A100 W6	21000
01	TRINITY	ETCX 021008	SS	111A100 W6	21000
02	TRINITY	ETCX 021009	SS	111A100 W6	21000
103	TRINITY	ETCX 021010	SS	111A100 W6	21000
104	TRINITY	ETCX 021011	SS	111A100 W6	21000
105	TRINITY	ETCX 021012	SS	111A100 W5	21000
106	TRINITY	ETCX 021017	SS	111A100 W6	21000
107	TRINITY	ETCX 021022	SS	111A100 W6	21000
108	TRINITY	ETCX 021014	SS	111A100 W6	21000
109	TRINITY	ETCX 021015	SS	111A100 W6	21000
110	TRINITY	ETCX 021016	SS	111A100 W5	21000
111	TRINITY	ETCX 021018	SS	111A100 W6	21000
112	TRINITY	ETCX 021021	SS	111A100 W6	21000
113	TRINITY	ETCX 021025	SS	111A100 W6	21000
114	TRINITY	ETCX 021028	SS	111A100 W6	21000
115	TRINITY	ETCX 021029	SS	111A100 W6	21000
116	TRINITY	ETCX 021030	SS	111A100 W6	21000
117	TRINITY	ETCX 021031	SS	111A100 W6	21000
118	TRINITY	ETCX 021032	SS	111A100 W6	21000
119	TRINITY	ETCX 021035	SS	111A100 W6	21000
120	TRINITY	ETCX 021036	SS	111A100 W6	21000
121	TRINITY	ETCX 021038	SS	111A100 W6	21000
122	TRINITY	ETCX 021040	SS	111A100 W6	21000
123	TRINITY	ETCX 021042	SS	111A100 W6	21000
124	TRINITY	ETCX 021019	SS	111A100 W6	21000
125	TRINITY	ETCX 021023	SS	111A100 W6	21000
126	TRINITY	ETCX 021024	SS	111A100 W6	21000
127	TRINITY	ETCX 021026	SS	111A100 W6	21000
128	TRINITY	ETCX 021027	SS	111A100 W6	21000
129	TRINITY	ETCX 021033	SS	111A100 W6	21000

005-7059-802

	MANUFACTURER	CAR NUMBER		CAR TYPE	CAPACITY
30	TRINITY	ETCX 021034	SS	111A100 W6	21000
31	TRINITY	ETCX 021039	SS	111A100 W6	21000
32	TRINITY	ETCX 021041	SS	111A100 W6	21000
33	TRINITY	ETCX 004000	ST	111A100 W1	20000
34	TRINITY	ETCX 004001	ST	111A100 W1	20000
35	TRINITY	ETCX 004002	ST	111A100 W1	20000
36	TRINITY	ETCX 004003	ST	111A100 W1	20000
37	TRINITY	ETCX 021043	SS	111A100 W6	21000
38	TRINITY	ETCX 021044	SS	111A100 W6	21000
39	TRINITY	ETCX 021045	SS	111A100 W6	21000
40	TRINITY	ETCX 021047	SS	111A100 W6	21000
41	TRINITY	ETCX 021048	SS	111A100 W6	21000
42	TRINITY	ETCX 021049	SS	111A100 W6	21000
43	TRINITY	ETCX 021050	SS	111A100 W6	21000
44	TRINITY	ETCX 021051	SS	111A100 W6	21000
45	TRINITY	ETCX 021052	SS	111A100 W6	21000
46	TRINITY	ETCX 021053	SS	111A100 W6	21000
47	TRINITY	ETCX 021055	SS	111A100 W6	21000
48	TRINITY	ETCX 021056	SS	111A100 W6	21000
49	TRINITY	ETCX 021057	SS	111A100 W6	21000
50	TRINITY	ETCX 021058	SS	111A100 W6	21000
51	TRINITY	ETCX 021059	SS	111A100 W6	21000
52	TRINITY	ETCX 021060	SS	111A100 W6	21000
53	TRINITY	ETCX 021061	SS	111A100 W6	21000
54	TRINITY	ETCX 021062	SS	111A100 W6	21000
55	TRINITY	ETCX 021063	SS	111A100 W6	21000
56	TRINITY	ETCX 004004	ST	111A100 W1	20000
57	UNION TANK	ETCX 021064	SS	111A100 W6	21000
58	UNION TANK	ETCX 021065	SS	111A100 W6	21000
59	UNION TANK	ETCX 021066	SS	111A100 W6	21000
60	UNION TANK	ETCX 021067	SS	111A100 W6	21000
61	UNION TANK	ETCX 021068	SS	111A100 W6	21000
62	UNION TANK	ETCX 021069	SS	111A100 W6	21000
63	UNION TANK	ETCX 021070	SS	111A100 W6	21000
64	UNION TANK	ETCX 021071	SS	111A100 W6	21000
65	UNION TANK	ETCX 021072	SS	111A100 W6	21000
66	UNION TANK	ETCX 021073	SS	111A100 W6	21000
67	UNION TANK	ETCX 021074	SS	111A100 W6	22000
68	UNION TANK	ETCX 021075	SS	111A100 W6	22000
69	UNION TANK	ETCX 021076	SS	111A100 W6	22000
70	UNION TANK	ETCX 021077	SS	111A100 W6	22000
71	UNION TANK	ETCX 021078	SS	111A100 W6	22000
72	UNION TANK	ETCX 021079	SS	111A100 W6	22000
73	UNION TANK	ETCX 021080	SS	111A100 W6	22000
74	UNION TANK	ETCX 021081	SS	111A100 W6	22000

0057059-802

	MANUFACTURER	CAR NUMBER		CAR TYPE	CAPACITY
175	UNION TANK	ETCX 021082	SS	111A100 W6	22000
176	UNION TANK	ETCX 021083	SS	111A100 W6	22000
177	UNION TANK	ETCX 021085	SS	111A100 W6	22000
178	UNION TANK	ETCX 021086	SS	111A100 W6	22000
179	UNION TANK	ETCX 021089	SS	111A100 W6	22000
180	UNION TANK	ETCX 021084	SS	111A100 W6	22000
181	UNION TANK	ETCX 021087	SS	111A100 W6	22000
182	UNION TANK	ETCX 021092	SS	111A100 W6	22000

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: *L. D. Osmanski*

Printed Name: L. D. OSMANSKI
Vice President

Title: Operations

MSTRSCHA
1/90

LESSEE:

EASTMAN KODAK COMPANY, through its
division EASTMAN CHEMICAL COMPANY

By: *B. F. Rolston*

Printed Name: B. F. Rolston

Title: Vice President, Supply & Distribution of
Eastman Chemical Company

ADDENDUM A TO SCHEDULE 999
Equipment List

Eastman

This schedule is attached to and made a part of Equipment Lease Schedule 803 dated as of September 18, 1992 to Master Equipment Lease Agreement No. 0057059 dated as of September 18, 1992 between Pitney Bowes dit Corporation as Lessor and the undersigned Lessee.

Exhibit A

Recordation Number *17942*

MANUFACTURER	CAR NUMBER	CAR TYPE	CAP.
UNION TANK	ETCX 021089	SS 111A100 W6	22000
UNION TANK	ETCX 021090	SS 111A100 W6	22000
UNION TANK	ETCX 021091	SS 111A100 W6	22000
UNION TANK	ETCX 021094	SS 111A100 W6	22000
UNION TANK	ETCX 021095	SS 111A100 W6	22000
UNION TANK	ETCX 021096	SS 111A100 W6	22000
UNION TANK	ETCX 021097	SS 111A100 W6	22000
UNION TANK	ETCX 021098	SS 111A100 W6	22000
UNION TANK	ETCX 021099	SS 111A100 W6	22000
UNION TANK	ETCX 021100	SS 111A100 W6	22000
UNION TANK	ETCX 021101	SS 111A100 W6	22000
UNION TANK	ETCX 021102	SS 111A100 W6	22000
UNION TANK	ETCX 021103	SS 111A100 W6	22000
UNION TANK	ETCX 021104	SS 111A100 W6	22000
UNION TANK	ETCX 021106	SS 111A100 W6	22000
UNION TANK	ETCX 021107	SS 111A100 W6	22000
UNION TANK	ETCX 021108	SS 111A100 W6	22000
UNION TANK	ETCX 021109	SS 111A100 W6	22000
UNION TANK	ETCX 021093	SS 111A100 W6	22000
UNION TANK	ETCX 021105	SS 111A100 W6	22000
UNION TANK	ETCX 021110	SS 111A100 W6	22000
UNION TANK	ETCX 021111	SS 111A100 W6	22000
UNION TANK	ETCX 021113	SS 111A100 W6	22000
UNION TANK	ETCX 021114	SS 111A100 W6	22000
UNION TANK	ETCX 021115	SS 111A100 W6	22000
UNION TANK	ETCX 021117	SS 111A100 W6	22000
UNION TANK	ETCX 021118	SS 111A100 W6	22000
UNION TANK	ETCX 021119	SS 111A100 W6	22000
UNION TANK	ETCX 021120	SS 111A100 W6	22000
UNION TANK	ETCX 021112	SS 111A100 W6	22000
UNION TANK	ETCX 021116	SS 111A100 W6	22000
UNION TANK	ETCX 021121	SS 111A100 W6	22000
UNION TANK	ETCX 021122	SS 111A100 W6	22000
UNION TANK	ETCX 021123	SS 111A100 W6	22000
UNION TANK	ETCX 021124	SS 111A100 W6	22000
UNION TANK	ETCX 021125	SS 111A100 W6	22000
UNION TANK	ETCX 021126	SS 111A100 W6	22000
UNION TANK	ETCX 021127	SS 111A100 W6	22000

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MANUFACTURER	CAR NUMBER	CAR TYPE	CAPACITY
UNION TANK	ETCX 021128	SS 111A100 W6	21000
UNION TANK	ETCX 021129	SS 111A100 W6	21000
UNION TANK	ETCX 021130	SS 111A100 W6	21000
UNION TANK	ETCX 021131	SS 111A100 W6	21000
UNION TANK	ETCX 021132	SS 111A100 W6	21000
UNION TANK	ETCX 021133	SS 111A100 W6	21000
UNION TANK	ETCX 021134	SS 111A100 W6	21000
UNION TANK	ETCX 021136	SS 111A100 W6	21000
UNION TANK	ETCX 021137	SS 111A100 W6	21000
UNION TANK	ETCX 021138	SS 111A100 W6	21000
UNION TANK	ETCX 021139	SS 111A100 W6	21000
UNION TANK	ETCX 021140	SS 111A100 W6	21000
UNION TANK	ETCX 021141	SS 111A100 W6	21000
UNION TANK	ETCX 021142	SS 111A100 W6	21000
UNION TANK	ETCX 029109	ST 111A100 W1	29000
UNION TANK	ETCX 029110	ST 111A100 W1	29000
UNION TANK	ETCX 029111	ST 111A100 W1	29000
UNION TANK	ETCX 029112	ST 111A100 W1	29000
UNION TANK	ETCX 029113	ST 111A100 W1	29000
UNION TANK	ETCX 029114	ST 111A100 W1	29000
UNION TANK	ETCX 029115	ST 111A100 W1	29000
UNION TANK	ETCX 029116	ST 111A100 W1	29000
UNION TANK	ETCX 029117	ST 111A100 W1	29000
UNION TANK	ETCX 029118	ST 111A100 W1	29000
UNION TANK	ETCX 029119	ST 111A100 W1	29000
UNION TANK	ETCX 029120	ST 111A100 W1	29000

page 2 of 4

0057059-803

MANUFACTURER	CAR NUMBER	CAR TYPE	CAPACITY
UNION TANK	ETCX 029121	ST 111A100 W1	29000
UNION TANK	ETCX 029122	ST 111A100 W1	29000
UNION TANK	ETCX 029123	ST 111A100 W1	29000
UNION TANK	ETCX 029124	ST 111A100 W1	29000
UNION TANK	ETCX 029125	ST 111A100 W1	29000
UNION TANK	ETCX 029126	ST 111A100 W1	29000
UNION TANK	ETCX 029127	ST 111A100 W1	29000
UNION TANK	ETCX 029128	ST 111A100 W1	29000
UNION TANK	ETCX 029129	ST 111A100 W1	29000
UNION TANK	ETCX 029130	ST 111A100 W1	29000
UNION TANK	ETCX 029131	ST 111A100 W1	29000
UNION TANK	ETCX 029132	ST 111A100 W1	29000
UNION TANK	ETCX 029500	ST 111A100 W1	29000
UNION TANK	ETCX 029501	ST 111A100 W1	29000
UNION TANK	ETCX 029502	ST 111A100 W1	29000
UNION TANK	ETCX 029503	ST 111A100 W1	29000
UNION TANK	ETCX 029504	ST 111A100 W1	29000
UNION TANK	ETCX 029505	ST 111A100 W1	29000
UNION TANK	ETCX 029506	ST 111A100 W1	29000
UNION TANK	ETCX 029507	ST 111A100 W1	29000
UNION TANK	ETCX 029508	ST 111A100 W1	29000
UNION TANK	ETCX 029509	ST 111A100 W1	29000
UNION TANK	ETCX 029510	ST 111A100 W1	29000
UNION TANK	ETCX 029511	ST 111A100 W1	29000
UNION TANK	ETCX 029512	ST 111A100 W1	29000
UNION TANK	ETCX 029513	ST 111A100 W1	29000
UNION TANK	ETCX 029514	ST 111A100 W1	29000
UNION TANK	ETCX 029515	ST 111A100 W1	29000
UNION TANK	ETCX 029516	ST 111A100 W1	29000
UNION TANK	ETCX 029517	ST 111A100 W1	29000
UNION TANK	ETCX 029518	ST 111A100 W1	29000
UNION TANK	ETCX 029519	ST 111A100 W1	29000
UNION TANK	ETCX 029520	ST 111A100 W1	29000
UNION TANK	ETCX 021143	SS 111A100 W6	21000
UNION TANK	ETCX 021144	SS 111A100 W6	21000
UNION TANK	ETCX 021145	SS 111A100 W6	21000
UNION TANK	ETCX 021146	SS 111A100 W6	21000
UNION TANK	ETCX 021147	SS 111A100 W6	21000
UNION TANK	ETCX 021148	SS 111A100 W6	21000
UNION TANK	ETCX 021149	SS 111A100 W6	21000
UNION TANK	ETCX 021150	SS 111A100 W6	21000
UNION TANK	ETCX 021151	SS 111A100 W6	21000
UNION TANK	ETCX 021152	SS 111A100 W6	21000
UNION TANK	ETCX 021153	SS 111A100 W6	21000
UNION TANK	ETCX 021154	SS 111A100 W6	21000

page 3 of 4

0057059-863

MANUFACTURER	CAR NUMBER		CAR TYPE	CAPACITY
UNION TANK	ETCX 021155	SS	111A100 W6	21000
UNION TANK	ETCX 021156	SS	111A100 W6	21000
UNION TANK	ETCX 021157	SS	111A100 W6	21000
UNION TANK	ETCX 023000	ST	111A100 W3	23000
UNION TANK	ETCX 023001	ST	111A100 W3	23000
UNION TANK	ETCX 023002	ST	111A100 W3	23000
UNION TANK	ETCX 023003	ST	111A100 W3	23000
UNION TANK	ETCX 023004	ST	111A100 W3	23000
UNION TANK	ETCX 023005	ST	111A100 W3	23000
UNION TANK	ETCX 023006	ST	111A100 W3	23000
UNION TANK	ETCX 030000	ST	111A100 W1	30000
UNION TANK	ETCX 030001	ST	111A100 W1	30000
UNION TANK	ETCX 030002	ST	111A100 W1	30000
UNION TANK	ETCX 030003	ST	111A100 W1	30000
UNION TANK	ETCX 030004	ST	111A100 W1	30000
UNION TANK	ETCX 030005	ST	111A100 W1	30000
UNION TANK	ETCX 030006	ST	111A100 W1	30000
UNION TANK	ETCX 030007	ST	111A100 W1	30000
UNION TANK	ETCX 030008	ST	111A100 W1	30000
UNION TANK	ETCX 030009	ST	111A100 W1	30000
UNION TANK	ETCX 030010	ST	111A100 W1	30000
UNION TANK	ETCX 030011	ST	111A100 W1	30000
UNION TANK	ETCX 030012	ST	111A100 W1	30000
UNION TANK	ETCX 030013	ST	111A100 W1	30000
UNION TANK	ETCX 030014	ST	111A100 W1	30000
THRALL	ETCX 058508	HC	HOPPER LO	5800

Page 4 of 4

34 cars

0057059-802

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LOR:
KEY BOWES CREDIT CORPORATION
L. D. Osmanski

LESSEE:
EASTMAN KODAK COMPANY, through its
division EASTMAN CHEMICAL COMPANY
By: B. F. Rolston

Printed Name: L. D. OSMANSKI
Vice President
Operations

Printed Name: B. F. Rolston

Title: _____

Title: Vice President, Supply & Distribution of
Eastman Chemical Company

RSCHA
0

Exhibit A

Recordation Number 17942-B

This schedule is attached to and made a part of Lease Schedule 804 dated as of June 22, 1994 to Master Equipment Lease Agreement No. 0057059 dated as of September 18, 1992 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity Equipment Description Serial No.

23 117 Ton 4040 Cubic Foot Semi-Automatic Unloading Aluminum Coal Hopper Cars with running numbers:

- | | |
|-----------|-----------|
| ETCX 3918 | ETCX 3930 |
| ETCX 3919 | ETCX 3931 |
| ETCX 3920 | ETCX 3932 |
| ETCX 3921 | ETCX 3933 |
| ETCX 3922 | ETCX 3934 |
| ETCX 3923 | ETCX 3935 |
| ETCX 3924 | ETCX 3936 |
| ETCX 3925 | ETCX 3937 |
| ETCX 3926 | ETCX 3938 |
| ETCX 3927 | ETCX 3939 |
| ETCX 3928 | ETCX 3940 |
| ETCX 3929 | |

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

EASTMAN CHEMICAL COMPANY

By: Michael J. Leyh

By: E. Calvin Cassell

Printed Name: MICHAEL J. LEYH
Vice President

Printed Name: E. CALVIN CASSELL

Title: Credit/Operations

Title: Manager, Domestic Distribution Services

7745334-801-823

Exhibit A

Recordation Number 17978-A

EXHIBIT A

<u>QUANTITY</u>	<u>DESCRIPTION</u>	<u>SERIAL NO.</u>
200	ACF 21,000 gallon Tank Cars	FLIX 94001-94200

Lease No. 1801323-802

Farmland Industries

ML#180144

Recordation Number 19321-B

ANNEX I
TO EQUIPMENT SCHEDULE NO. 933
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993

BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>Location</u>	<u>Running Number(s)</u>	<u>Lessor's Cost</u>	<u>Rent</u>
52	Trinity Industries, Inc.	Power-Flo 5125 cu. ft. railcar	Oak Grove Mine, Jefferson County, Alabama	USMXX000100- USMXX000151	\$85,950.00/each	\$1,765.93/each

Total Lessor's Cost: \$4,469,400
Total Rent: \$91,828.36

Exhibit A

Recordation Number 19321-E

ANNEX I
TO EQUIPMENT SCHEDULE NO. 940
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

<u>Quantity</u>	<u>Manufacturer</u>	<u>Ballcar No.</u>	<u>Description</u>	<u>Location</u>	<u>Serial Number</u>
1	Difco	USX-2597	Air Side Dump Car	Mt. Iron, MN	2090-14
1	Difco	USX-2598	Air Side Dump Car	Mt. Iron, MN	2090-15
1	Difco	USX-2599	Air Side Dump Car	Mt. Iron, MN	2090-16

Exhibit A

Recordation Number 19321-F

ANNEX I
TO EQUIPMENT SCHEDULE NO. 941
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

<u>Quantity</u>	<u>Manufacturer</u>	<u>Railcar No.</u>	<u>Description</u>	<u>Location</u>	<u>Serial Number</u>
1	Difco	USX-2600	Air Side Dump Car	Mt. Iron, MN	2090-17
1	Difco	USX-2601	Air Side Dump Car	Mt. Iron, MN	2090-18
1	Difco	USX-2602	Air Side Dump Car	Mt. Iron, MN	2090-19

ANNEX I
TO EQUIPMENT SCHEDULE NO. 945
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN

PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Exhibit A
Recordation Number 19321-G

<u>Quantity</u>	<u>Manufacturer</u>	<u>Railcar No.</u>	<u>Description</u>	<u>Location</u>	<u>Serial Number</u>	<u>Lessor's Cost</u>	<u>Rent</u>
1	Difco	USX-2603	Air Side Dump Car	Mt. Iron, MN	2090-20	\$113,637.80	\$3,301.18

ML# 1801414

Exhibit A

Recordation Number 19321-H

ANNEX I
 TO EQUIPMENT SCHEDULE NO. 948
 UNDER MASTER LEASE AGREEMENT
 DATED FEBRUARY 5, 1993
 BETWEEN
 PITNEY BOWES CREDIT CORPORATION, LESSOR
 AND
 USX CORPORATION, LESSEE

<u>Quantity</u>	<u>Manufacturer</u>	<u>Model/Feature</u>	<u>Description</u>	<u>Location</u>	<u>Serial Number</u>	<u>Lessor's Cost</u>	<u>Rent</u>
1	Ohio Locomotive	DE-600	Rail Crane	Mt. Iron, MN	5232	\$978,518.00	\$36,376.41

ANNEX 1
TO EQUIPMENT SCHEDULE NO. 956
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Exhibit A
Recordation Number 19321-J

<u>Quantity</u>	<u>Manufacturer</u>	<u>Facicar No.</u>	<u>Description</u>	<u>Location</u>	<u>Serial Number</u>	<u>Lessor's Cost</u>	<u>Rent</u>
1	Difco	USX-2586	Air Side Dump Car	Mt. Iron, MN	2090-3	\$ 113,637.80	\$3,392.09

SCHEDULE **Recordation Number 19370**
Equipment

This schedule is attached to and made a part of Lease Schedule 801 dated as of April 4, 1995 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
One Hundred Nineteen (119)	Trinity 17,574 WG, Coiled and Insulated Railroad Tank Cars 110 1/4 ID, DOT 111A100W3, Model 36-176-6	
	Carboline 891 Lining Per Car	

Reporting Marks: CCLX

Running Numbers 1000, 1001, 1002, 1003, 1005, 1006, 1007, 1009, 1010, 1012, 1013, 1014, 1015, 1016, 1017, 1018, 1019, 1020, 1021, 1022, 1023, 1024, 1025, 1026, 1027, 1028, 1029, 1030, 1032, 1033, 1034, 1035, 1037, 1038, 1039, 1040, 1043, 1044, 1046, 1048, 1051, 1052, 1054, 1055, 1057, 1058, 1059, 1060, 1062, 1063, 1064, 1065, 1066, 1067, 1069, 1070, 1071, 1072, 1073, 1074, 1075, 1076, 1077, 1078, 1080, 1081, 1082, 1083, 1085, 1086, 1088, 1090, 1092, 1093, 1094, 1095, 1096, 1097, 1098, 1099, 1100, 1101, 1103, 1104, 1105, 1106, 1107, 1108, 1109, 1110, 1111, 1112, 1113, 1114, 1115, 1116, 1117, 1121, 1122, 1123, 1124, 1125, 1126, 1128, 1130, 1131, 1133, 1139, 1140, 1144, 1145, 1147, 1153, 1154, 1155, 1156, 1157, 1159, 1165

Including all attachments, accessories, accessions and substitutions.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: Michael J. Levh

Printed Name: MICHAEL J. LEVH

Title: Vice President
Credit/Operations

LESSEE:

CRYSTAL CAR LINE, INC.

By: Edward A. Kuske

Printed Name: Edward A. Kuske

Title: President

Exhibit A

SCHEDULE I Recordation Number 19370-A
Equipment L:

This schedule is attached to and made a part of Lease Schedule 802 dated as of May 24, 1995 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity Equipment Description Serial No.

Eighty-One (81) Trinity 17,574 WG, Coiled and Insulated Railroad Tank Cars 110 1/4 ID, DOT 111A100W3, Model 36-176-6

Carboline 891 Lining Per Car

Reporting Marks: CCLX

Running Numbers 1004, 1008, 1011, 1031, 1036, 1041, 1042, 1045,
1047, 1049, 1050, 1053, 1056, 1061, 1068, 1079,
1084, 1087, 1089, 1091, 1102, 1118, 1119, 1120,
1127, 1129, 1132, 1134, 1135, 1136, 1137, 1138,
1141, 1142, 1143, 1146, 1148, 1149, 1150, 1151,
1152, 1158, 1160, 1161, 1162, 1163, 1164, 1166,
1167, 1168, 1169, 1170, 1171, 1172, 1173, 1174,
1175, 1176, 1177, 1178, 1179, 1180, 1181, 1182,
1183, 1184, 1185, 1186, 1187, 1188, 1189, 1190,
1191, 1192, 1193, 1194, 1195, 1196, 1197, 1198
1199

Including all attachments, accessories, accessions and substitutions.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION
By: *Michael J. Leyh*
Printed Name: MICHAEL J. LEYH
 Vice President
Title: Credit/Operations

LESSEE:
CRYSTAL CAR LINE, INC.
By: *Edward A. Kusko*
Printed Name: Edward A. Kusko
Title: President

SCHEDULE **Recordation Number 19370-B**
 Equipment I

This schedule is attached to and made a part of Lease Schedule 803 dated as of October 23, 1995 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity Equipment Description Serial No.

FIFTY FIVE (55) NEW TRINITY 17,574 GALLON COILED AND INSULATED RAILROAD TANK CARS MODEL # 36-176-6, DOT 111A100W3 WITH CARBOLINE 891 LINING BEARING THE FOLLOWING REGISTRATION NUMBERS:

REPORTING MARKS: CCLX

899	915	935	958	979
900	917	937	962	980
901	919	938	963	983
902	922	943	965	987
903	923	945	966	988
905	924	947	967	989
908	925	948	972	993
909	927	949	975	995
910	929	953	976	996
911	931	956	977	997
912	934	957	978	999

Including all attachments, accessories, accessions and substitutions.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

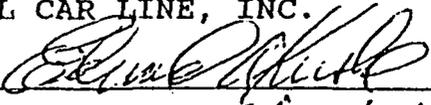
LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

CRYSTAL CAR LINE, INC.

By: 

By: 

Printed Name: MICHAEL J. LEVH

Printed Name: Edward A Kuste

Title: Vice President
Credit/Operations

Title: President

Exhibit A

SCHEDULE
Equipment 1

Recordation Number 19370-C

This schedule is attached to and made a part of Lease Schedule 804 dated as of November 27, 1995, 1995 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity Equipment Description Serial No.

FORTY SEVEN (47) NEW TRINITY 17,574 GALLON COILED AND INSULATED RAILROAD TANK CARS MODEL # 36-176-6, DOT 111A100W3 WITH CARBOLINE 891 LINING BEARING THE FOLLOWING REGISTRATION NUMBERS:

REPORTING MARKS: CCLX

898	926	944	964	985
904	928	946	968	986
906	930	950	969	990
907	932	951	970	991
913	933	952	971	992
914	936	954	973	994
916	939	955	974	998
918	940	959	981	
920	941	960	982	
921	942	961	984	

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

CRYSTAL CAR LINE, INC.

By: *M. J. Leyh*

By: *Edward A. Kuske*

Printed Name: MICHAEL J. LEYH
Vice President

Printed Name: Edward A. Kuske

Title: Credit/Operations

Title: President

Exhibit A

Recordation Number 19586

Page 2 to Acceptance Notice dated August 18, 1995

Seventeen (17) 33,687 gallon, non-coiled, insulated railroad tank, SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 100	\$78,178.00
SPGX 101	\$78,178.00
SPGX 102	\$78,178.00
SPGX 103	\$78,178.00
SPGX 104	\$78,178.00
SPGX 105	\$78,178.00
SPGX 110	\$78,178.00
SPGX 113	\$78,178.00
SPGX 115	\$78,178.00
SPGX 117	\$78,178.00
SPGX 119	\$78,178.00
SPGX 125	\$78,178.00
SPGX 132	\$78,178.00
SPGX 133	\$78,178.00
SPGX 136	\$78,178.00
SPGX 137	\$78,178.00
SPGX 138	\$78,178.00

TOTAL EQUIPMENT COST \$1,329,026.00

Quantum
Suburban Propane
7743958-801

P1015

Twenty Nine (29) 33,687 gallon, non-coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 106	\$78,178.00
SPGX 107	\$78,178.00
SPGX 108	\$78,178.00
SPGX 109	\$78,178.00
SPGX 111	\$78,178.00
SPGX 112	\$78,178.00
SPGX 114	\$78,178.00
SPGX 116	\$78,178.00
SPGX 120	\$78,178.00
SPGX 121	\$78,178.00
SPGX 122	\$78,178.00
SPGX 123	\$78,178.00
SPGX 124	\$78,178.00
SPGX 126	\$78,178.00
SPGX 127	\$78,178.00
SPGX 128	\$78,178.00
SPGX 129	\$78,178.00
SPGX 130	\$78,178.00
SPGX 135	\$78,178.00
SPGX 139	\$78,178.00
SPGX 140	\$78,178.00
SPGX 141	\$78,178.00
SPGX 142	\$78,178.00
SPGX 144	\$78,178.00
SPGX 145	\$78,178.00
SPGX 146	\$78,178.00
SPGX 149	\$78,178.00
SPGX 155	\$78,178.00
SPGX 158	\$78,178.00

TOTAL EQUIPMENT COST \$2,267,162.00

7743758-801

P 2 of 5

Nineteen (19) 33,687 gallon, non-coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 131	\$78,178.00
SPGX 134	\$78,178.00
SPGX 147	\$78,178.00
SPGX 150	\$78,178.00
SPGX 151	\$78,178.00
SPGX 152	\$78,178.00
SPGX 153	\$78,178.00
SPGX 159	\$78,178.00
SPGX 162	\$78,178.00
SPGX 163	\$78,178.00
SPGX 165	\$78,178.00
SPGX 166	\$78,178.00
SPGX 167	\$78,178.00
SPGX 168	\$78,178.00
SPGX 169	\$78,178.00
SPGX 170	\$78,178.00
SPGX 171	\$78,178.00
SPGX 172	\$78,178.00
SPGX 173	\$78,178.00

TOTAL EQUIPMENT COST \$1,485,382.00

7743958-801

P. 3 of 5

Eighteen (18) 33,687 gallon, non-coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 174	\$78,178.00
SPGX 176	\$78,178.00
SPGX 177	\$78,178.00
SPGX 178	\$78,178.00
SPGX 179	\$78,178.00
SPGX 180	\$78,178.00
SPGX 181	\$78,178.00
SPGX 182	\$78,178.00
SPGX 184	\$78,178.00
SPGX 185	\$78,178.00
SPGX 186	\$78,178.00
SPGX 187	\$78,178.00
SPGX 188	\$78,178.00
SPGX 190	\$78,178.00
SPGX 191	\$78,178.00
SPGX 192	\$78,178.00
SPGX 193	\$78,178.00
SPGX 198	\$78,178.00

TOTAL EQUIPMENT COST \$1,407,204.00

7743958-801

P4 of 5

Seventeen (17) 33,687 gallon, non-coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 118	\$78,178.00
SPGX 143	\$78,178.00
SPGX 148	\$78,178.00
SPGX 154	\$78,178.00
SPGX 156	\$78,178.00
SPGX 157	\$78,178.00
SPGX 160	\$78,178.00
SPGX 161	\$78,178.00
SPGX 164	\$78,178.00
SPGX 175	\$78,178.00
SPGX 183	\$78,178.00
SPGX 189	\$78,178.00
SPGX 194	\$78,178.00
SPGX 195	\$78,178.00
SPGX 196	\$78,178.00
SPGX 197	\$78,178.00
SPGX 199	\$78,178.00

TOTAL EQUIPMENT COST \$1,329,026.00

7743758-801

P. 5 of 5

This Lease Schedule is being executed in 2 numbered counterparts and shall be deemed the original for chattel paper and security interest Schedule through the transfer or possession of a counterpart other

Recordation Number 19586-A

Master Equipment

Lease Agreement No.: 7743958

Account Billing No.: _____

Master Equipment

Lease Agreement Date: June 30, 1995

Lessee Purchase

Order No.: _____

Lease Schedule No: 802

Outside Commitment

Date: _____

Lease Schedule Date: March 4, 1996Seven (7) year class recovery property

Between PITNEY BOWES CREDIT CORPORATION (Lessor) and QUANTUM CHEMICAL CORPORATION (through its division, Suburban Propane) (Lessee).

1. Equipment Description

Manufacturer Model & Serial Number

One Hundred (100) 33,687 gallon, non-coiled, insulated railroad tank cars, Model #60-337-1, DOT 112J340W manufactured by Trinity Industries with registration numbers SPGX 200 to and including SPGX 299.

2. Equipment Location

The above Equipment is to be located and delivered to Lessee's premises at Beaumont, TX.

3. Billing Address

Suburban Propane, One Suburban Plaza, 240 Route 10 West, P.O. Box 206 Whippany, NJ 07981-0206.

4. Original Rental Term

One Hundred Twenty (120) months. Payable monthly in advance.

5. Original Equipment Cost equals \$7,831,290.00. The per car cost equals \$78,312.90.

6. Aggregate Rental for Original Rental Term

\$6,938,323.20 payable as follows:

Rental Payment of \$57,819.36, plus interim rent, plus applicable Sales/Use Tax.

7. Basic Term Commencement Date shall be March 10, 1996.8. Basic Term Expiration Date shall be March 10, 2006.9. The First Monthly Rental Payment is due on March 10, 1996.

All subsequent rentals shall be due on the (10th) day of each month for the remainder of the Original Rental Term.

10. Interim Rent: Interim Rent shall be charged at the daily equivalent of the fixed rental factor of .738312%, computed against the Original Equipment Cost of each item of Equipment from and including the Acceptance Date to the Basic Term Commencement Date as defined herein. Payments of Interim Rent are due and payable on the Basic Term Commencement Date.