

#45  
NEW NO. 1-3

LAW OFFICES  
ALVORD AND ALVORD

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

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
JAMES C. MARTIN, JR.\*

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.

20006-2973  
(202) 393-2266

OF COUNSEL  
URBAN A. LESTER

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(202) 393-2156

17047  
REGISTRATION NO. FILED 1425

17047-A  
REGISTRATION NO. FILED 1425

OCT 3 1990 -10 00 AM

INTERSTATE COMMERCE COMMISSION

October 3, 1990

OCT 3 1990 -10 00 AM  
INTERSTATE COMMERCE COMMISSION

OCT 3 10 26 AM '90  
NOTICE OF FILING UNIT

0-276A011

17047-B  
REGISTRATION NO. FILED 1425

OCT 3 1990 -10 00 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original copies of a Railroad Equipment Lease Agreement No. 7153 - 200 dated as of August 31, 1990, a primary document, and Lease Schedule Nos. 201 and 202 thereto, each dated August 31, 1990, secondary documents.

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

Lessor: The CIT Group/Equipment  
Financing, Inc.  
300 South Grand Avenue  
Los Angeles, California 90071

Lessee: CONOCO Inc.  
600 North Dairy Ashford  
Houston, Texas 77079

A description of the railroad equipment covered by the enclosed documents is:

Two (2) 1990 Trinity Industries 4-compartment,  
DOT 111A100W3 Railcars, CONX 2240 - 2241

Fifteen (15) 1990 Union Tank Car - 3 -  
compartment, DOT 111A100W3 Railcars, CONX 2259  
- 2273.

Counters - CT, Kappler

Mr. Sidney L. Strickland, Jr.  
Interstate Commerce Commission  
October 3, 1990  
Page Two

Also enclosed is a check in the amount of \$45 covering the required recordation fees.

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

A brief description of the enclosed primary document and two secondary documents to appear in the Commission's Index is:

Railroad Equipment Lease Agreement No. 7153-200 dated as of August 31, 1990, together with Lease Schedule Nos. 201 and 202, both dated August 31, 1990, each document between The CIT Group/Equipment Financing, Inc., Lessor, and CONOCO, Inc., Lessee, covering Railcars CONX 2240, 2241 and 2259 - 2273.

Very truly yours,

  
Charles T. Kappler

CTK/bg

REGISTRATION NO. 1-2047-B

OCT 3 1990 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

Lease Schedule No. 202

TO RAILROAD EQUIPMENT LEASE AGREEMENT NO. 7153-200

Commencement Date: August 31, 1990  
 Expiration Date: August 31, 2000  
 No. Of Consecutive Monthly Rent Payments: 120  
 Monthly Rental: Per Attached Schedule 1  
 Total Rental: \$266,904.95  
 Total Cost of Railcars: \$ \$206,000.00

THIS LEASE SCHEDULE is executed and delivered by The CIT Group/Equipment Financing, Inc. ("Lessor") and Conoco Inc. ("Lessee") pursuant to and in accordance with the Railroad Equipment Lease Agreement dated as of August 31, 1990, between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Railcars covered by this Lease Schedule (i) consists of the items described in Schedule 2 attached hereto, and (ii) are principally based at the address set forth on the attached Schedule 2.

2. Lessee hereby: (i) confirms that the Railcars covered hereby have been inspected by Lessee, have been delivered in good working order and condition and are of the size, design, capacity and manufacture selected by it and meet the provisions of the purchase orders with respect thereto; (ii) confirms that no Default or Event of Default is in existence as of the Commencement Date set forth above, nor shall any Default or Event of Default occur as a result of the lease by Lessee of the Railcars specified herein; (iii) confirms that all representations and warranties of Lessee contained in the Lease or in any document or certificate furnished Lessor in connection herewith, including Lessee's representation that there has been no material adverse change in the financial condition or business of Guarantor, are true and correct as of the Commencement Date set forth above with the same force and effect as if made on such date; and (iv) irrevocably accepts said items of Equipment "as-is, where-is" for all purposes of the Lease as of the Commencement Date set forth above.

3. All of the terms, provisions and conditions of the Lease are hereby incorporated herein and made a part hereof as if such terms, provisions and conditions were set forth in full in this Lease Schedule. By their execution and delivery of this Lease Schedule, the parties hereto reaffirm all of the terms, provisions and conditions of the Lease.

IN WITNESS WHEREOF, Lessee has caused this Lease Schedule to be duly executed by its duly authorized officer as of the Commencement Date set forth above.

CONOCO INC.

SVP BY Wayne A. Strohman  
RM Title: MGR TRAFFIC & RAIL OPR

ACCEPTED AS OF THE COMMENCEMENT DATE SET FORTH ABOVE.

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

BY: [Signature]  
Title: SVP

SCHEDULE 1, attached to and forming a part of the Lease Schedule No. 202 to the Railroad Equipment Lease Agreement, dated as of August 31, 1990 entered into by and between Conoco Inc., a Delaware corporation ("Lessee") and The CIT Group/Equipment Financing, Inc. a New York corporation ("Lessor").

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MONTHLY RENTAL PAYMENTS

<u>RENT DUE DATE</u>	<u>RENTAL AMOUNT</u>
8/1990	0.00
9/1990	0.00
10/1990	0.00
11/1990	0.00
12/1990	0.00
1/1991	0.00
2/1991	0.00
3/1991	0.00
4/1991	0.00
5/1991	0.00
6/1991	0.00
7/1991	24021.97
8/1991	0.00
9/1991	0.00
10/1991	0.00
11/1991	0.00
12/1991	0.00
1/1992	24021.97
2/1992	0.00
3/1992	0.00
4/1992	0.00
5/1992	0.00
6/1992	0.00
7/1992	0.00
8/1992	0.00
9/1992	0.00
10/1992	0.00
11/1992	0.00
12/1992	0.00
1/1993	24021.97
2/1993	0.00
3/1993	0.00
4/1993	0.00
5/1993	0.00
6/1993	0.00

RENT DUE DATE      RENTAL AMOUNT

7/1993                    0.00  
8/1993                    0.00  
9/1993                    0.00  
10/1993                   0.00  
11/1993                   0.00  
12/1993                   0.00  
1/1994                    24021.97  
2/1994                    0.00  
3/1994                    0.00  
4/1994                    0.00  
5/1994                    0.00  
6/1994                    0.00  
7/1994                    0.00  
8/1994                    0.00  
9/1994                    0.00  
10/1994                   0.00  
11/1994                   0.00  
12/1994                   0.00  
1/1995                    24021.97  
2/1995                    0.00  
3/1995                    0.00  
4/1995                    0.00  
5/1995                    0.00  
6/1995                    0.00  
7/1995                    0.00  
8/1995                    0.00  
9/1995                    0.00  
10/1995                   0.00  
11/1995                   0.00  
12/1995                   0.00  
1/1996                    29359.02  
2/1996                    0.00  
3/1996                    0.00  
4/1996                    0.00  
5/1996                    0.00  
6/1996                    0.00  
7/1996                    0.00  
8/1996                    0.00  
9/1996                    0.00  
10/1996                   0.00  
11/1996                   0.00  
12/1996                   0.00  
1/1997                    29359.02  
2/1997                    0.00  
3/1997                    0.00  
4/1997                    0.00  
5/1997                    0.00  
6/1997                    0.00  
7/1997                    0.00  
8/1997                    0.00  
9/1997                    0.00  
10/1997                   0.00

RENT DUE DATE      RENTAL AMOUNT

11/1997                   0.00  
12/1997                   0.00  
1/1998                    29359.02  
2/1998                    0.00  
3/1998                    0.00  
4/1998                    0.00  
5/1998                    0.00  
6/1998                    0.00  
7/1998                    0.00  
8/1998                    0.00  
9/1998                    0.00  
10/1998                   0.00  
11/1998                   0.00  
12/1998                   0.00  
1/1999                    29359.02  
2/1999                    0.00  
3/1999                    0.00  
4/1999                    0.00  
5/1999                    0.00  
6/1999                    0.00  
7/1999                    0.00  
8/1999                    0.00  
9/1999                    0.00  
10/1999                   0.00  
11/1999                   0.00  
12/1999                   0.00  
1/2000                    29359.02  
2/2000                    0.00  
3/2000                    0.00  
4/2000                    0.00  
5/2000                    0.00  
6/2000                    0.00  
7/2000                    0.00

Total                    266904.95

=====  
*RAM*

SCHEDULE 2, attached to and forming a part of Lease Schedule No 202 to the Railroad Equipment Lease Agreement, dated as of August 31, 1990 entered into by and between Conoco Inc., a Delaware corporation ("Lessee") and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor").

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RAILCAR DESCRIPTION

<u>QTY</u>	<u>DESCRIPTION</u>	<u>CAR #</u>	<u>RAILCAR COST</u>
2	1990 Trinity Industries 4-compartment, DOT 111A100W3 Railcars	CONX 2240-2241	\$ 206,000.00

*RAM*

SCHEDULE 3, attached to and forming a part of Lease Schedule 202 to the Railroad Equipment Lease Agreement, dated as of August 31, 1990 entered into by and between Conoco Inc., a Delaware corporation ("Lessee") and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor").

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STIPULATED LOSS VALUE

<u>RENT PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE PERCENTAGE</u>
8/30/90	108.35438724
9/30/90	109.30345900
10/30/90	110.25794300
11/30/90	111.21787057
12/30/90	112.16059160
1/30/91	113.10869422
2/28/91	114.05787884
3/30/91	115.01612887
4/30/91	115.96531191
5/30/91	116.91991826
6/30/91	117.86979528
7/30/91	118.71960644
8/30/91	107.91314802
9/30/91	108.76256276
10/30/91	109.61685809
11/30/91	110.47606253
12/30/91	111.33002070
1/30/92	112.08339330
2/29/92	101.17757969
3/30/92	101.93755837
4/30/92	102.69489883
5/30/92	103.45662329
6/30/92	104.21812823
7/30/92	104.98404359
8/30/92	105.75439543
9/30/92	106.52458056
10/30/92	107.29922926
11/30/92	108.07836792
12/30/92	108.85739369
1/30/93	109.53544110
2/28/93	98.55101635
3/30/93	99.24023980
4/30/93	99.92751469
5/30/93	100.61880835
6/30/93	101.31348305
7/30/93	102.01222114
8/30/93	102.71504696
9/30/93	103.42132320

STIPULATED LOSS VALUE

<u>RENT PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE PERCENTAGE</u>	<u>RENT PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE PERCENTAGE</u>
10/30/93	104.13173265	10/30/97	79.05239102
11/30/93	104.84630008	11/30/97	79.52022936
12/30/93	105.56438862	12/30/97	79.99877772
1/30/94	106.18118541	1/30/98	80.35139216
2/28/94	95.13464003	2/28/98	66.44567015
3/30/94	95.76429827	3/30/98	66.81506749
4/30/94	96.39398022	4/30/98	67.18944228
5/30/94	97.02738677	5/30/98	67.56625493
6/30/94	97.66671280	6/30/98	67.95683601
7/30/94	98.30982083	7/30/98	68.34995061
8/30/94	98.95673386	8/30/98	68.74561587
9/30/94	99.60964725	9/30/98	69.15516304
10/30/94	100.26642402	10/30/98	69.56735794
11/30/94	100.92708767	11/30/98	69.98221839
12/30/94	101.59383406	12/30/98	70.41107638
1/30/95	102.15903230	1/30/99	70.71376390
2/28/95	91.06001609	2/28/99	56.75696685
3/30/95	91.63942536	3/30/99	57.07844623
4/30/95	92.21799222	4/30/99	57.40376163
5/30/95	92.80002775	5/30/99	57.73128310
6/30/95	93.38772561	6/30/99	58.07234024
7/30/95	93.97894716	7/30/99	58.41569719
8/30/95	94.57371416	8/30/99	58.76136979
9/30/95	95.17422078	9/30/99	59.12068921
10/30/95	95.77832883	10/30/99	59.48241897
11/30/95	96.38606058	11/30/99	59.84657783
12/30/95	96.99961067	12/30/99	60.22449612
1/30/96	97.48790689	1/30/ 0	60.47600260
2/29/96	83.72368259	2/29/ 0	46.47208479
3/30/96	84.22251027	3/30/ 0	46.73760227
4/30/96	84.72503900	4/30/ 0	47.03324197
5/30/96	85.23064566	5/30/ 0	47.33096456
6/30/96	85.74357873	6/30/ 0	47.66433206
7/30/96	86.25965225	7/30/ 0	48.00000000
8/30/96	86.77888613	8/30/ 0	48.16666667
9/30/96	87.30552938		
10/30/96	87.83539654		
11/30/96	88.36850806		
12/30/96	88.90911347		
1/30/97	89.32409332		
2/28/97	75.48186914		
3/30/97	75.91185417		
4/30/97	76.34440234		
5/30/97	76.77967416		
6/30/97	77.22545894		
7/30/97	77.67404605		
8/30/97	78.12545381		
9/30/97	78.58747214		

*Handwritten signature*



