

RECORDATION NO. 16722-A FILED

NOV 6 '97 2-25 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973
(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

Handwritten notes:
Guth
C. Quantz

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 secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto Please file the Memorandum under Recordation Number 16722-A, and cross-index under the remaining Recordation Numbers

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

Seller/Assignor	Pitney Bowes Credit Corporation 27 Waterview Drive Shelton, Connecticut 06484
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 \$288 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 "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

Please index under the following Recordation Numbers:

RECORDATION NO. 16722-A FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 17583-A FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 17635-A FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 17643-C FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 17892-V FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 18452-A FILED
NOV 6 '97 2-25 PM

- 16722-A
- 17583-A
- 17635-A
- 17643-C
- 17892-V
- 18452-A
- 18509-J
- 18633-C
- 19604-A
- 19815-D
- 20339-A
- 20340-A

RECORDATION NO. 18509-J FILED
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RECORDATION NO. 18633-C FILED
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RECORDATION NO. 19604-A FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 19815-D FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 20339-A FILED
NOV 6 '97 2-25 PM

RECORDATION NO. 20340-A 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

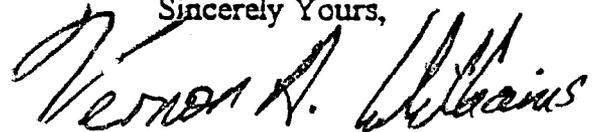
DATE: 11-6-97

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 ~~288.00~~ 2:25PM, and
assigned recordation number(s).

16722-A, 17583-A, 17635-A, 17643-C, 17892-V, 18452-A, 18509-J, 18633-C, 19604-A,
19815-D, 20339-A and 20340-A.

Sincerely Yours,

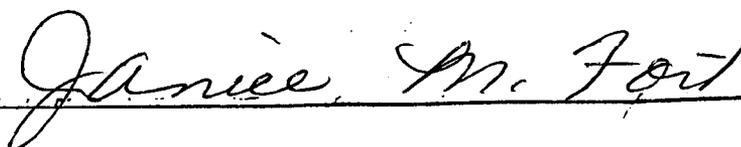


Vernon A. Williams
Secretary

Enclosure(s)

\$ 288.00 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. 16722-A
NOV 6 '97 7-25 PM

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of November 6, 1997, by and between PITNEY BOWES CREDIT 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, between Wilmington Trust Company and PBG Capital 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.

PITNEY BOWES CREDIT CORPORATION

By Michael G. Leyh
Name: Michael G. Leyh
Title: VP & Senior Credit Officer

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 PITNEY BOWES CREDIT 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, between Wilmington Trust Company and PBG Capital Partners L.L.C.

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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.

PITNEY BOWES CREDIT 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 F. Lawler
Vice President

STATE OF Connecticut)
) ss: She Hon
COUNTY OF Fairfield)

On this _____ day of November, 1997, before me personally appeared Michael J. Leyn, to me personally known, who, being by me duly sworn, did say that he/she is a Vp. Sen. Credit Off. of Pitney Bowes Credit 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.

Elizabeth Afonso

ELIZABETH AFONSO NOTARY PUBLIC
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC 31, 2000

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 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 Pitney Bowes Credit 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 October, 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

My commission expires:

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

Exhibit A

Recordation Number 15493

Master Equipment Lease Agreement No.: 0046029

Account Billing No. _____

Master Equipment Lease Agreement Date: January 25, 1988

Lessee Purchase Order No.: 0003191F10

Lease Schedule No.: 801

7 year class recovery property

Lease Schedule Date: January 25, 1988

Between PITNEY BOWES CREDIT CORPORATION (Lessor) and SOUTHERN PACIFIC TRANSPORTATION COMPANY (Lessee).

- | | |
|---------------------------------|----------------------------------|
| 1. Equipment Description: | Manufacturer Model & Serial No.: |
| Quantity Item | |
| 75 Tri-Level | See Attachment A |
| Automobile Racks | |

2. Equipment Location:

The above Equipment is to be delivered to Lessee's premises at Jamesville, Wisconsin (8 units); Doraville, Georgia (142 units).

3. Billing Address:

Mr. E. F. Grady, Treasurer, Southern Pacific Transportation Company, Finance Department, One Market Plaza, Room 666, San Francisco, CA 94105.

4. Original Rental Term:

180 Months. Payable Quarterly in Arrears.

5. Aggregate Rental for Original Rental Term:

\$4,473,739.56 payable as follows:

EFG

shall
Rental Payments ~~shall~~ be made, quarterly in arrears, ~~from the date of delivery~~
by Lessee as follows:

the first twenty-four (24) Rental Payments shall be in the amount of \$65,790.23 plus applicable sales/use tax. if any followed by thirty-six (36) Rental Payments in the amount of \$80,410.39, plus applicable sales/use tax, if any. First rental payment shall be due and payable on June 1, 1988.

6. Number and Amount of Advance Rental Payments:

Number: N/A Amount: N/A

7. Renewal Option: One (1) three (3) year renewal period payable quarterly in arrears for an amount equal to the original cost of the Equipment to be renewed multiplied by a factor of .01501530 (plus applicable taxes).

8. Purchase Option: Fair Market Value.

EFG

0046029-801

p2 of 3

ATTACHMENT A
Enclosed Tri-Level Superstructures complete with
Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#	CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87101	ETTX 801094	01	07	88
87102	ETTX 802239	01	07	88
87103	ETTX 802304	01	07	88
87105	ETTX 905165	01	11	88
87106	ETTX 905866	01	11	88
87112	ETTX 904182	01	11	88
87114	ETTX 802931	01	11	88
87120	ETTX 803182	01	11	88
87111	ETTX 800893	01	12	88
87119	ETTX 905628	01	12	88
87121	ETTX 802940	01	13	88
87122	ETTX 908353	01	13	88
87123	ETTX 902976	01	13	88
87124	ETTX 904212	01	13	88
87125	ETTX 900735	01	13	88
87126	ETTX 900721	01	13	88
87129	ETTX 903134	01	13	88
87131	ETTX 800590	01	13	88
87118	ETTX 905718	01	14	88
87132	ETTX 802306	01	14	88
87133	ETTX 810130	01	14	88
87134	ETTX 800548	01	14	88
87135	ETTX 800378	01	14	88
87136	ETTX 802226	01	15	88
87137	ETTX 801535	01	15	88
87138	ETTX 800793	01	15	88
87139	ETTX 905326	01	15	88
87140	ETTX 905167	01	15	88
87141	ETTX 802055	01	16	88
87142	ETTX 800144	01	16	88
87145	ETTX 902984	01	16	88
87146	ETTX 903409	01	16	88
87113	ETTX 900676	01	18	88
87117	ETTX 802731	01	18	88
87127	ETTX 904176	01	18	88
87128	ETTX 802343	01	18	88
87130	ETTX 900894	01	18	88
87143	ETTX 903141	01	19	88
87144	ETTX 900673	01	19	88
87147	ETTX 950310	01	19	88
87148	ETTX 810079	01	19	88
87149	ETTX 905595	01	19	88
87150	ETTX 902595	01	19	88
87151	ETTX 803218	01	20	88
87152	ETTX 802322	01	20	88
87153	ETTX 900891	01	20	88
87154	ETTX 801880	01	20	88
87155	ETTX 802930	01	20	88

0046029-801
p. 3 of 3

ATTACHMENT A
Enclosed Tri-Level Superstructures complete with
Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#	CAR	SHP	SHP	SHP
	NUMBER	MTH	DAY	YR
87157	ETTX 908328	01	21	88
87158	ETTX 907198	01	21	88
87159	ETTX 905228	01	21	88
87162	ETTX 905008	01	21	88
87110	ETTX 800547	01	22	88
87115	ETTX 800236	01	22	88
87163	ETTX 902911	01	22	88
87164	ETTX 903912	01	22	88
87165	ETTX 801740	01	22	88
87166	ETTX 908097	01	23	88
87168	ETTX 903433	01	23	88
87169	ETTX 801890	01	23	88
87170	ETTX 903468	01	23	88
87104	ETTX 905087	01	25	88
87107	ETTX 802977	01	25	88
87108	ETTX 801718	01	25	88
87109	ETTX 903143	01	25	88
87160	ETTX 801876	01	25	88
87167	ETTX 802125	01	25	88
87172	ETTX 908296	01	26	88
87173	ETTX 903447	01	26	88
87174	ETTX 801895	01	26	88
87175	ETTX 801116	01	26	88
87171	ETTX 801750	01	27	88
87176	ETTX 800529	01	27	88
87177	ETTX 800526	01	27	88

Exhibit A

Recordation Number 16722

This schedule is attached to and made a part of Lease Schedule 801 dated as of 12/20, 1989 to Master Equipment Lease Agreement No. 0055111 dated as of 12/20, 1989 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
25	Trinity Industries, Inc's 25,498 Gallon, DOT 111A100W1 Railroad Tank Car Registration Numbers as follows:	BPOX 25001 BPOX 25002 BPOX 25003 BPOX 25004 BPOX 25005 BPOX 25006 BPOX 25007 BPOX 25008 BPOX 25009 BPOX 25010 BPOX 25011 BPOX 25012 BPOX 25013 BPOX 25014 BPOX 25015 BPOX 25016 BPOX 25017 BPOX 25018 BPOX 25019 BPOX 25020 BPOX 25021 BPOX 25022 BPOX 25023 BPOX 25024 BPOX 25025

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

LESSEE:

BP OIL COMPANY

By: Frederick

Printed Name: Frederick

Title: Manager Distribution

Exhibit A

Recordation Number 17583

This schedule is attached to and made a part of Lease Schedule 801 dated as of October 30, 1991 to Master Equipment Lease Agreement No. 0056432 dated as of October 30, 1991 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description			
One Hundred (100)	New 100-ton, tree length log railway freight cars manufactured by Bethlehem Steel Corporation. Registration Numbers as follows:			
	UCSX2015	UCSX2019	UCSX2001	UCSX2006
	UCSX2029	UCSX2030	UCSX2004	UCSX2013
	UCSX2094	UCSX2095	UCSX2008	UCSX2003
	UCSX2098	UCSX2025	UCSX2016	UCSX2007
	UCSX2097	UCSX2092	UCSX2002	UCSX2014
	UCSX2020	UCSX2028	UCSX2009	UCSX2052
	UCSX2024	UCSX2038	UCSX2051	UCSX2057
	UCSX2034	UCSX2023	UCSX2056	UCSX2036
	UCSX2041	UCSX2033	UCSX2061	UCSX2055
	UCSX2022	UCSX2039	UCSX2032	UCSX2058
	UCSX2059	UCSX2064	UCSX2068	UCSX2074
	UCSX2063	UCSX2067	UCSX2073	UCSX2077
	UCSX2066	UCSX2062	UCSX2076	UCSX2071
	UCSX2072	UCSX2065	UCSX2082	UCSX2075
	UCSX2060	UCSX2069	UCSX2070	UCSX2078
	UCSX2031	UCSX2081	UCSX2010	UCSX2088
	UCSX2080	UCSX2085	UCSX2035	UCSX2091
	UCSX2084	UCSX2079	UCSX2090	UCSX2018
	UCSX2087	UCSX2083	UCSX2096	UCSX2089
	UCSX2037	UCSX2086	UCSX2017	UCSX2093

of 2

Schedule A
Equipment List

0056432-801

UCSX2005
UCSX2021
UCSX2099
UCSX2011

UCSX2026
UCSX2100
UCSX2012
UCSX2027

UCSX2040
UCSX2044
UCSX2047
UCSX2050
UCSX2042
UCSX2054

UCSX2045
UCSX2048
UCSX2053
UCSX2043
UCSX2046
UCSX2049

Including all attachments and accessories

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

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: John A. Vallis
John A. Vallis

Printed Name: Region Credit Manager

Title: _____

LESSEE:

UNION CAMP CORPORATION

By: X Martin C. Griegal

Printed Name: X Martin C. Griegal

Title: X Assistant Treasurer

Recordation Number 17643

This schedule is attached to and made a part of Lease Schedule 801 dated as of December 21, 1991 to Master Equipment Lease Agreement No. 0056697 dated as of December 21, 1991 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Road No.	Frame/ Serial No.
11	USED SD40 LOCOMOTIVES EQUIPPED WITH VAPOR POSITIVE TRACTION CONTROLS.	UTAH 9001	36752
		UTAH 9002	36754
		UTAH 9003	36701
		UTAH 9004	36755
		UTAH 9005	36748
		UTAH 9006	36749
		UTAH 9007	36751
		UTAH 9008	36704
		UTAH 9009	34745
		UTAH 9010	34759
		UTAH 9011	34969

Including all attachments and accessories

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

LESSEE:
 MORRISON KNUDSEN CORPORATION
 BY: X [Signature]
 Printed Name: X JOHN P. HERBOTS
 Title: X VP FINANCE & ADMINISTRATION
RAIL SYSTEMS GROUP

STRSCHA
 /90

LEASE SCHEDULE

Master Equipment

Lease Agreement No.: 1801174

Account Billing No.: _____

Master Equipment

Lease Agreement Date: 4/24/92

Lessee Purchase

Order No.: _____

Lease Schedule No: 816

Outside Commitment

Date: _____

Lease Schedule Date: November 10, 1995 Seven (7) year class recovery property
between **PITNEY BOWES CREDIT CORPORATION** (Lessor) and **CONAGRA, INC.** (Lessee).

1. Equipment Description Manufacturer Model & Serial Number

One (1) Used Reconditioned Trackmobile Model 95TM Serial Number 95325-0784
Including all accessories, attachments and substitutions.

2. Equipment Location

The above Equipment is to be located and delivered to Lessee's premises at
555 S. Stuhr Road, Grand Island, NE 68802.

3. Billing Address

Monfort, Inc., P.O. Box G, Greeley, CO 80632 Attn: Terry White.

4. Original Rental Term

One Hundred and Twenty (120) Months. Payable monthly in advance.

5. The Original Equipment Cost shall be \$99,712.71

6. The Lease Rate Factor shall be 1.053263 %.

7. Aggregate Rental for Original Rental Term shall be \$ 126,028.80 .

8. Rental Payment shall be \$ 1,050.24; plus applicable sales tax.

9. Basic Term Commencement Date shall be November 30, 1995 .

10. Basic Term Expiration Date shall be November 30, 2005 .

11. The First Rental Payment shall be due on the Basic Term Commencement Date as defined herein. All subsequent rentals shall be due on the last day of each consecutive month for the remainder of the Original Term.

This schedule is attached to and made a part of Lease Schedule 801 dated as of December 9, 1993 to Master Equipment Lease Agreement No. 7715444 dated as of September 22, 1993 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
44	5125 Cubic Foot 15PSI Pressure Differential Railcars with Running Numbers:	
	ACCX 1000	ACCX 1022
	ACCX 1001	ACCX 1023
	ACCX 1002	ACCX 1024
	ACCX 1003	ACCX 1025
	ACCX 1004	ACCX 1026
	ACCX 1005	ACCX 1027
	ACCX 1006	ACCX 1028
	ACCX 1007	ACCX 1029
	ACCX 1008	ACCX 1030
	ACCX 1009	ACCX 1031
	ACCX 1010	ACCX 1032
	ACCX 1011	ACCX 1033
	ACCX 1012	ACCX 1034
	ACCX 1013	ACCX 1035
	ACCX 1014	ACCX 1036
	ACCX 1015	ACCX 1037
	ACCX 1016	ACCX 1038
	ACCX 1017	ACCX 1039
	ACCX 1018	ACCX 1040
	ACCX 1019	ACCX 1041
	ACCX 1020	ACCX 1042
	ACCX 1021	ACCX 1043

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

LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

CONSOLIDATION COAL COMPANY

By: Matthew Donohue

By: Michael F. Nemser

Printed Name: MATTHEW DONOHUE

Printed Name: Michael F. Nemser
Vice President & Treasurer
of CONSOL Inc.
Attorney-in-Fact

Title: Region Credit Manager

Title: _____

This schedule is attached to and made a part of Lease Schedule 802 dated as of December 15, 1993 to Master Equipment Lease Agreement No. 7715444 dated as of September 22, 1993 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity Equipment Description Serial No.

11 5125 Cubic Foot 15PSI Pressure Differential Railcars with Running Numbers:

ACCX 1044	ACCX 1050
ACCX 1045	ACCX 1051
ACCX 1046	ACCX 1052
ACCX 1047	ACCX 1053
ACCX 1048	ACCX 1054
ACCX 1049	

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

LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

CONSOLIDATION COAL COMPANY

By: *Matthew Danwan*

By: *Richard F. Nemser*

Printed Name: Matthew Danwan

Printed Name: Michael F. Nemser
Vice President & Treasurer
of CONSOL Inc.,
Attorney In-Fact

Title: Regional Credit Manager

Title: _____

WITNESSES

Recordation Number 18509-A

This is Counterpart No. 1 of 1 manually executed counterparts. Only the counterpart numbered "1" is sufficient to transfer Lessor's interest herein and to constitute chattel paper as such term is defined in the Uniform Commercial Code.

Master Equipment

Lease Agreement No.: 7715030

Account Billing No.: _____

Master Equipment

Lease Agreement Date: November 30, 1993

Lessee Purchase

Order No.: _____

Lease Schedule No: 802Outside Commitment Date: 12/31/93Lease Schedule Date: December 30, 1993 7 year class recovery property

Between PITNEY BOWES CREDIT CORPORATION Lessor and MINNESOTA CORN PROCESSORS (Lessee.)

1. Equipment Description

Twenty (20) 17,574 gallon railroad tank cars, DOT111A100W3, manufactured in 1993 by Trinity Industries and bearing the following reporting marks:

SYRX 200065 through and including 200084 - and all attachments, accessories, accessions, and substitutions thereto.

2. Equipment Location

The above Equipment is to be located and delivered to Lessee's premises at 400 West Main Street, Marshall, MN 56258-1236.

3. Billing Address

400 West Main Street, Suite 201, Marshall, MN 56258-1236.

4. Original Rental Term

One Hundred Eighty (180) Months. Payable Monthly in Advance.

5. Aggregate Rental For Original Rental Term

\$1,451,746.80 Payable as follows:

Rental Payment of \$8,065.26, plus interim rent, plus applicable Sales/Use Tax.

This first Rental Payment of \$8,065.26, plus applicable Sales/Use Tax is due on December 30, 1993.

6. Number and Amount of Advance Rental Payments

Number: One Amount: \$8,065.26, plus applicable Sales/Use Tax

Exhibit A

Recordation Number 18509-G

EXHIBIT A

Twenty (20) Trinity 5125 Cubic Foot Power Flo Hopper Railcars with reporting marks DMIX 5066 to and including DMIX 5085.

~~775030-808~~

775030-808

Trinity Coal

Master Equipment
Lease Agreement No.: 7746324

Account Billing No.: _____

Master Equipment
Lease Agreement Date: December 10, 1993

Lessee Purchase
Order No.: _____

Lease Schedule No.: 801

Outside Commitment
Date: December 31, 1993

Lease Schedule Date: December 10, 1993

ITC Retained by Lessor: Yes _____ No _____

7 year class recovery property

Between PITNEY BOWES CREDIT CORPORATION Lessor and Morrison Knudsen Corporation (Lessee.)

1. Equipment Description

Twenty-five Re-manufactured General Motors Model SD40M-2 Locomotives, bearing the following reporting marks - Road Numbers (RN) and corresponding Serial Numbers (SN):

RN	SN	RN	SN	RN	SN	RN	SN
9041	31929	9045	32102	9044	32135	9025	33788
9030	33806	9035	33810	9024	33814	9027	33816
9032	33823	9029	33824	9028	33828	9034	33846
9023	33847	9036	33851	9047	33958	9043	33963
9026	34555	9038	34760	9031	34933	9042	35842
9046	35846	9039	35949	9037	35951	9033	36361
9040	38203						

together with all accessories, attachments, substitutions and accessions.

2. Equipment Location

The above Equipment is to be located and delivered to Lessee's premises at 3800 Continental Plaza, 777 Main St., Fort Worth Texas 76102.

3. Billing Address

Morrison Knudsen Corporation, PO Box 73, Boise ID 83711

4. Original Rental Term

One Hundred Eighty (180) Months. Payable Semi-annual in Arrears.

5. Aggregate Rental For Original Rental Term

\$29,819,877.30 Payable as follows:

Rental Payment of \$993,995.91, plus interim rent, plus applicable Sales/Use Tax.

This first Rental Payment of 993,995.91, plus applicable Sales/Use Tax is due on June 10, 1994.

Recordation Number 19604

Equipment Description and Specifications

One Hundred (100) New 1995 13,946 Gallon Capacity Non-Coil and Non-Insulated Railroad Tank cars, DOT 111A100W2, Model 40-139-3, manufactured by Trinity Industries, Inc. with serial numbers 509523 through and including 509622 and bearing the following reporting marks:

PVCX 13510 through and including 13609

and all attachments, accessories, accessions and substitutions to all such railroad tank cars.

7719919-801

Magma / San Manuel

Exhibit A

This lease Schedule is being executed in 2 numbered counterparts of which this shall be deemed the original for chattel paper and security interest purposes. No Schedule through the transfer or possession of a counterpart other than counter

Recordation Number 19815

Master Equipment

Lease Agreement No.: 7704166

Account Billing No.: _____

Master Equipment

Lease Agreement Date: December 14, 1995

Lessee Purchase

Order No.: _____

Lease Schedule No: 801

Outside Commitment

Date: _____

Lease Schedule Date: December 14, 1995

Seven (7) year class recovery property

Between PITNEY BOWES CREDIT CORPORATION (Lessor) and IBP, inc. (Lessee).

1. Equipment Description

Manufacturer Model & Serial Number

One Hundred Fifteen (115) 25,498 gallon railroad tank cars, DOT 111A100W1, manufactured by Trinity Industries with registration numbers PBFX 645001 to and including PBFX 645115.

2. Equipment Location

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

3. Billing Address

Highway 35, P.O. Box 515, Dakota, City, NE 68731-0515.

4. Lessor's Capitalized Cost equals \$6,866,984.94.

5. Original Rental Term

Two Hundred and Four (204) Months. Payable Monthly in Advance.

6. Aggregate Rental for Original Rental Term

\$9,013,444.20 payable as follows:
Rental Payment of \$44,183.55 plus applicable Sales/Use Tax.

7. Basic Term Commencement Date shall be December 20, 1995.

8. Basic Term Expiration Date shall be December 20, 2012.

9. The First Rental Payment of \$44,183.55, plus applicable Sales/Use Tax is due on December 20, 1995. All subsequent rentals shall be due on the same day of each month for the remainder of the Original Rental Term.

10. Purchase Option: Fair Market Value not to exceed fifty-seven (57%) percent of Lessor's Capitalized Cost of the Equipment.

11. Renewal Option: N/A

12. Minimum Liability Insurance Coverage to be carried by Lessee per section 12 (A) of the Master Equipment Lease Agreement is \$5,000,000.00 per occurrence.

Exhibit A

Recordation Number 20339

Master Equipment
Lease Agreement No.: 7718075

Master Equipment
Lease Agreement Date: October 16, 1996

Lease Schedule No.: 001

Lease Schedule Date: as of October 28, 1996

Lessee Purchase
Order No.: _____

Outside Commitment
Date: _____

ITC Retained by Lessor: Yes No

7 year class recovery property

Between PITNEY BOWES CREDIT CORPORATION (Lessor) and Albright & Wilson Company, a Virginia General Partnership (Lessee).

1. Equipment Description

Eighteen (18) New 1996 16,877 Gallon, Non-Coiled and Insulated Railroad Tank Cars, manufactured in 1996 by Trinity Industries, Inc. and bearing the following reporting marks: WACX 151158 through and including 151175; and serial numbers 520180 through and including 520197, together with all accessories, attachments, substitutions and accessions.

2. Equipment Delivery Location

Houston, Harris County, Texas

3. Billing Address

P. O. Box 4439, Glen Allen, VA 23058-4439

4. Original Rental Term

One hundred eighty (180) Months. Payable semi-annual in arrears

5. Aggregate Rental For Original Rental Term

\$1,940,936.70 Payable as follows:

Rental Payment of \$64,697.89, plus interim rent, plus applicable Sales/Use Tax.

This first Rental Payment of \$64,697.89, plus applicable Sales/Use Tax is due on April 28, 1997.

6. Number and Amount of Advance Rental Payments

Number: N/A Amount: _____

7. Renewal Option: Twelve (12) Months at Fair Market Value

8. Purchase Option: Fair Market Value

9. Minimum Liability Insurance Coverage to be carried by Lessee per section 12(A) of the Master Equipment Lease Agreement is \$20 million per occurrence.

10. THE TERMS AND CONDITIONS OF THE LEASE ARE HEREBY INCORPORATED HEREIN AND MADE A PART HEREOF BY REFERENCE. This Lease Schedule is being executed in 4 numbered counterparts of which this is counterpart No. 1. Only Counterpart No. 1 shall be deemed the original for chattel paper and security interest purposes. No security interest may be created in this Lease Schedule through the transfer or possession of any counterpart other than Counterpart No. 1.

Exhibit A

Recordation Number 20340

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & REPORTING MARKS</u>
Nine (9)	1996 16,877 Gallon, Non-Coiled and Insulated Railroad Tank Cars	Trinity Industries, Inc. Lettered WACX 151176 through and including 151184; serial numbers 520198 through and including 520206

and all accessories, attachments, accessions, substitutions thereto.

Albright & Wilson

100-686601-1707987