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1-269A001

DOCUMENTS FOR
RECORDATION

September 26, 1991

RECORDATION NO. 17490-C FILED 1025

SEP 26 1991 9 00 AM

Mr. Sidney L. Strickland, Jr.
Secretary

Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

SEP 26 9 03 AM '91
RECORDATION UNIT

Dear Secretary Strickland:

Enclosed for recordation with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code, and regulations promulgated thereunder, are five original counterparts of Lease and Equipment Trust Agreement Supplement Number 2, a secondary document, dated September 26, 1991, with respect to liens, claims and other encumbrances on equipment granted pursuant to a Lease and Equipment Trust Agreement, a primary document, dated as of August 1, 1991, filed with the Commission on August 21, 1991 and assigned Recordation Number 17490-A; Supplemental Agreement Number 1, dated as of August 21, 1991 (Recordation Number 17490-B, recorded on August 21, 1991).

The names and addresses of the parties to the Supplement are as follows:

Secured Party: Meridian Trust Company
35 North Sixth Street
Reading, PA 19603

Debtor: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, PA 19103-2959

The equipment affected by the Supplement consists of 329 railcars specifically described in Schedule 1 attached to the Supplement.

Counterparts - Anne P. Kullman

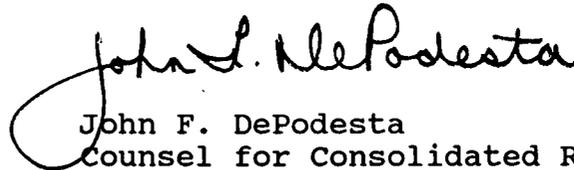
September 26, 1991
Page 2

A short summary of the document to appear in the index follows:

Lease and Equipment Trust Agreement Supplement Number 2, dated September 26, 1991, to a Lease and Equipment Trust Agreement, dated as of August 1, 1991, with Recordation Number 17490-A; Supplemental Agreement Number 1, dated as of August 21, 1991 (Recordation Number 17490-B, recorded on August 21, 1991), covering 329 railcars specifically described in Schedule 1 attached to the Supplement.

A fee of \$15.00 is enclosed. Please stamp and return the four copies not needed by the Commission for recordation to the undersigned.

Sincerely yours,

A handwritten signature in black ink that reads "John F. DePodesta". The signature is written in a cursive style with a large, looping initial "J".

John F. DePodesta
Counsel for Consolidated Rail
Corporation

Interstate Commerce Commission
Washington, D.C. 20423

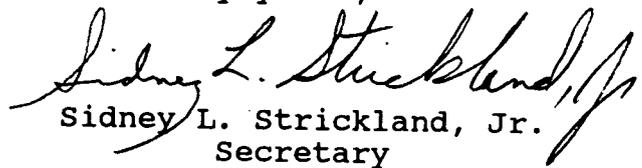
OFFICE OF THE SECRETARY

Pepper, Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/26/91 at 10:00 AM, and assigned recordation number(s). 17490-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

LEASE AND EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2
Dated September 26, 1991

RECORDATION NO. 17490-C FILED 1425

Among

SEP 26 1991 10 00 AM

MERIDIAN TRUST COMPANY, INTERSTATE COMMERCE COMMISSION
not in its individual capacity but solely as trustee,
Lessor/Owner Trustee,

CONSOLIDATED RAIL CORPORATION, Lessee

and

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as trustee,
Equipment Trust Trustee

2,810 REBUILT RAILCARS

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CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS LEASE AND EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2 OF MERIDIAN TRUST COMPANY, AS OWNER TRUSTEE UNDER THE TRUST AGREEMENT, DATED AS OF AUGUST 1, 1991, BETWEEN MERIDIAN TRUST COMPANY AND THE OWNER PARTICIPANT NAMED THEREIN, HAS BEEN ASSIGNED TO AND IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS EQUIPMENT TRUST TRUSTEE UNDER AN EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 1, 1991 AS NOW OR HEREAFTER SUPPLEMENTED, FOR THE BENEFIT OF THE HOLDERS OF THE EQUIPMENT TRUST CERTIFICATES REFERRED TO IN SUCH EQUIPMENT TRUST AGREEMENT. THIS LEASE AND EQUIPMENT TRUST SUPPLEMENT NO. 2 HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS LEASE AND EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2 CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS LEASE AND EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2 MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL COUNTERPART THAT CONTAINS THE RECEIPT THEREFOR EXECUTED BY WILMINGTON TRUST COMPANY AS EQUIPMENT TRUST TRUSTEE, ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS EQUIPMENT TRUST TRUSTEE, ON THE SIGNATURE PAGES THEREOF. SEE SECTION 22 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

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FILED WITH THE INTERSTATE COMMERCE COMMISSION PURSUANT TO 49 U.S.C. §11303 ON SEPTEMBER __, 1991 at __: __.M., RECORDATION NUMBER _____ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO §90 OF THE RAILWAY ACT OF CANADA ON SEPTEMBER __, 1991 AT __: __.M., RECORDATION NUMBER _____.

THIS LEASE AND EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2 (this "Supplement"), dated September 26, 1991, among MERIDIAN TRUST COMPANY, a Pennsylvania trust company, not in its individual capacity but solely as Owner Trustee ("Lessor" or "Owner Trustee") under that certain Trust Agreement dated as of August 1, 1991 (the "Trust Agreement") with AT&T CAPITAL HOLDINGS INTERNATIONAL, INC. (the "Owner Participant"), CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Equipment Trust Trustee (the "Equipment Trust Trustee").

W I T N E S S E T H :

WHEREAS, Lessor, Lessee and the Equipment Trust Trustee have, with the Owner Participant referred to therein, heretofore entered into a Participation Agreement (the "Participation Agreement"), Lessor and Lessee have heretofore entered into a Lease Agreement (the "Lease"), and the Equipment Trust Trustee and the Owner Trustee have heretofore entered into an Equipment Trust Agreement (the "Equipment Trust Agreement"), each dated as of August 1, 1991 (capitalized terms used herein having the respective meanings set forth in Appendix A to the Lease unless otherwise defined herein);

WHEREAS, the Participation Agreement and the Lease provide that on each Funding Date Lessee shall deliver to the Owner Trustee a Bill of Sale dated such date by which Lessee bargains, conveys, assigns, sets over, sells and delivers to the Owner Trustee, and the Owner Trustee purchases and accepts from Lessee, the Railcars to be conveyed on such Funding Date, and said Bill of Sale has been delivered by Lessee and accepted by the Owner Trustee on the Funding Date which is occurring on the date first above written; and

WHEREAS, the Participation Agreement, the Lease, and the Equipment Trust Agreement provide for the execution of a Lease and Equipment Trust Agreement Supplement substantially in the form hereof for the purpose of identifying the Railcars that are to be delivered on each Funding Date pursuant to the Lease and subjected thereto as well as the Lien of the Equipment Trust Agreement and establishing the Basic Rent, Stipulated Loss Value, Termination Value and EBO Value for such Railcars;

NOW, THEREFORE, in consideration of the premises and for good and sufficient consideration, Lessor, Lessee and the Equipment Trust Trustee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as hereby supplemented, the Railcars listed on Schedule 1 hereto.

2. Lessee hereby confirms to Lessor that Lessee has accepted such Railcars for all purposes hereof and of the Lease. The date of delivery and acceptance of such Railcars under the Lease is the date of this Supplement set forth in the opening paragraph hereof. The Lease Term for such Railcars shall commence on the date hereof.

3. The aggregate Cost of the Items of Equipment leased hereby is \$11,005,300 and the amounts comprising such Cost and the Cost of each Item of Equipment leased hereby are set forth on Schedule 1 hereto. The Basic Rent, Stipulated Loss Values, Termination Values and EBO Values for the Items of Equipment set forth, respectively, on Schedules 2, 3, 4 and 5 hereto shall be applicable in respect of the Items of Equipment leased hereunder on the date hereof. The ETA Rent Schedule set forth on Exhibit A shall be applicable in respect of the Items of Equipment leased hereunder on the date hereof.

4. Lessee confirms its agreement, in accordance with the Lease as hereby supplemented, to pay to Lessor for each Item of Equipment leased hereunder all Rent as provided for in the Lease.

5. As security for the prompt payment by the Owner Trustee of all amounts of ETA Rent and all amounts payable under the Guaranties, for the prompt payment of all other amounts now or hereafter due to the Holders from the Owner Trustee under the other Operative Documents, and for the performance by the Owner Trustee of its obligations hereunder and under the other Operative Documents to which it is a party, Lessor hereby confirms that it has granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, hypothecated, pledged, confirmed and created a security interest in, to and for the benefit of the Equipment Trust Trustee, in trust for the equal and proportionate benefit and security of the Holders from time to time of all the Certificates Outstanding without priority of any one Certificate over any other, and upon the trusts and subject to the covenants and conditions set forth in the Equipment Trust Agreement, in the Equipment Trust Estate, which now specifically includes (i) the Railcars listed on Schedule 1 hereto and (ii) this Supplement.

6. All of the provisions of the Lease and the Equipment Trust Agreement are hereby incorporated by reference in this Supplement to the same extent as if fully set forth herein.

7. This Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

SCHEDULE OF RAILCARS DELIVERED

<u>Type of Equipment</u>	<u>Unit Cost</u>	<u>Quantity Delivered</u>	<u>Total Cost</u>
High Side Coal Gondolas	\$34,600	195	\$ 6,747,000
60-Foot Equipped Boxcars	\$27,000	11	297,000
86-Foot Equipped Boxcars	\$39,000	20	780,000
Covered Hopper Cars	\$33,000	11	363,000
52-Foot 100-Ton Gondolas	\$30,400	87	2,644,800
Covered Coil Steel Gondolas	\$34,700	<u>5</u>	<u>173,500</u>
Total		329	\$11,005,300

Equipment Description

Identification Numbers

See Attached

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
I	HIGH SIDE COALGON	CR 504472	
I	HIGH SIDE COALGON	CR 504484	
I	HIGH SIDE COALGON	CR 504492	
I	HIGH SIDE COALGON	CR 504501	
I	HIGH SIDE COALGON	CR 504502	
I	HIGH SIDE COALGON	CR 504504	
I	HIGH SIDE COALGON	CR 504505	
I	HIGH SIDE COALGON	CR 504506	
I	HIGH SIDE COALGON	CR 504507	
I	HIGH SIDE COALGON	CR 504508	
I	HIGH SIDE COALGON	CR 504509	
I	HIGH SIDE COALGON	CR 504510	
I	HIGH SIDE COALGON	CR 504511	
I	HIGH SIDE COALGON	CR 504512	
I	HIGH SIDE COALGON	CR 504513	
I	HIGH SIDE COALGON	CR 504514	
I	HIGH SIDE COALGON	CR 504515	
I	HIGH SIDE COALGON	CR 504516	
I	HIGH SIDE COALGON	CR 504517	
I	HIGH SIDE COALGON	CR 504518	
I	HIGH SIDE COALGON	CR 504519	
I	HIGH SIDE COALGON	CR 504520	
I	HIGH SIDE COALGON	CR 504521	
I	HIGH SIDE COALGON	CR 504522	
I	HIGH SIDE COALGON	CR 504523	
I	HIGH SIDE COALGON	CR 504524	
I	HIGH SIDE COALGON	CR 504525	
I	HIGH SIDE COALGON	CR 504526	
I	HIGH SIDE COALGON	CR 504527	
I	HIGH SIDE COALGON	CR 504528	
I	HIGH SIDE COALGON	CR 504530	
I	HIGH SIDE COALGON	CR 504531	
I	HIGH SIDE COALGON	CR 504532	
I	HIGH SIDE COALGON	CR 504533	
I	HIGH SIDE COALGON	CR 504534	
I	HIGH SIDE COALGON	CR 504535	
I	HIGH SIDE COALGON	CR 504536	
I	HIGH SIDE COALGON	CR 504537	
I	HIGH SIDE COALGON	CR 504538	
I	HIGH SIDE COALGON	CR 504539	
I	HIGH SIDE COALGON	CR 504540	
I	HIGH SIDE COALGON	CR 504541	
I	HIGH SIDE COALGON	CR 504542	
I	HIGH SIDE COALGON	CR 504543	
I	HIGH SIDE COALGON	CR 504544	
I	HIGH SIDE COALGON	CR 504545	
I	HIGH SIDE COALGON	CR 504546	
I	HIGH SIDE COALGON	CR 504547	
I	HIGH SIDE COALGON	CR 504548	
I	HIGH SIDE COALGON	CR 504549	
I	HIGH SIDE COALGON	CR 504550	

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
I	HIGH SIDE COALGON	CR 504551	
I	HIGH SIDE COALGON	CR 504552	
I	HIGH SIDE COALGON	CR 504553	
I	HIGH SIDE COALGON	CR 504554	
I	HIGH SIDE COALGON	CR 504555	
I	HIGH SIDE COALGON	CR 504556	
I	HIGH SIDE COALGON	CR 504557	
I	HIGH SIDE COALGON	CR 504558	
I	HIGH SIDE COALGON	CR 504559	
I	HIGH SIDE COALGON	CR 504560	
I	HIGH SIDE COALGON	CR 504561	
I	HIGH SIDE COALGON	CR 504562	
I	HIGH SIDE COALGON	CR 504563	
I	HIGH SIDE COALGON	CR 504564	
I	HIGH SIDE COALGON	CR 504565	
I	HIGH SIDE COALGON	CR 504566	
I	HIGH SIDE COALGON	CR 504567	
I	HIGH SIDE COALGON	CR 504568	
I	HIGH SIDE COALGON	CR 504569	
I	HIGH SIDE COALGON	CR 504570	
I	HIGH SIDE COALGON	CR 504571	
I	HIGH SIDE COALGON	CR 504572	
I	HIGH SIDE COALGON	CR 504573	
I	HIGH SIDE COALGON	CR 504574	
I	HIGH SIDE COALGON	CR 504575	
I	HIGH SIDE COALGON	CR 504576	
I	HIGH SIDE COALGON	CR 504577	
I	HIGH SIDE COALGON	CR 504578	
I	HIGH SIDE COALGON	CR 504579	
I	HIGH SIDE COALGON	CR 504580	
I	HIGH SIDE COALGON	CR 504581	
I	HIGH SIDE COALGON	CR 504582	
I	HIGH SIDE COALGON	CR 504583	
I	HIGH SIDE COALGON	CR 504584	
I	HIGH SIDE COALGON	CR 504585	
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I	HIGH SIDE COALGON	CR 504587	
I	HIGH SIDE COALGON	CR 504588	
I	HIGH SIDE COALGON	CR 504589	
I	HIGH SIDE COALGON	CR 504590	
I	HIGH SIDE COALGON	CR 504591	
I	HIGH SIDE COALGON	CR 504592	
I	HIGH SIDE COALGON	CR 504593	
I	HIGH SIDE COALGON	CR 504594	
I	HIGH SIDE COALGON	CR 504595	
I	HIGH SIDE COALGON	CR 504596	
I	HIGH SIDE COALGON	CR 504597	
I	HIGH SIDE COALGON	CR 504598	
I	HIGH SIDE COALGON	CR 504599	
I	HIGH SIDE COALGON	CR 504600	
I	HIGH SIDE COALGON	CR 504601	

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
I	HIGH SIDE COALGON	CR 504602	
I	HIGH SIDE COALGON	CR 504603	
I	HIGH SIDE COALGON	CR 504604	
I	HIGH SIDE COALGON	CR 504606	
I	HIGH SIDE COALGON	CR 504607	
I	HIGH SIDE COALGON	CR 504608	
I	HIGH SIDE COALGON	CR 504609	
I	HIGH SIDE COALGON	CR 504610	
I	HIGH SIDE COALGON	CR 504611	
I	HIGH SIDE COALGON	CR 504612	
I	HIGH SIDE COALGON	CR 504613	
I	HIGH SIDE COALGON	CR 504614	
I	HIGH SIDE COALGON	CR 504615	
I	HIGH SIDE COALGON	CR 504616	
I	HIGH SIDE COALGON	CR 504617	
I	HIGH SIDE COALGON	CR 504618	
I	HIGH SIDE COALGON	CR 504619	
I	HIGH SIDE COALGON	CR 504620	
I	HIGH SIDE COALGON	CR 504621	
I	HIGH SIDE COALGON	CR 504622	
I	HIGH SIDE COALGON	CR 504623	
I	HIGH SIDE COALGON	CR 504624	
I	HIGH SIDE COALGON	CR 504625	
I	HIGH SIDE COALGON	CR 504626	
I	HIGH SIDE COALGON	CR 504627	
I	HIGH SIDE COALGON	CR 504628	
I	HIGH SIDE COALGON	CR 504629	
I	HIGH SIDE COALGON	CR 504630	
I	HIGH SIDE COALGON	CR 504631	
I	HIGH SIDE COALGON	CR 504632	
I	HIGH SIDE COALGON	CR 504633	
I	HIGH SIDE COALGON	CR 504634	
I	HIGH SIDE COALGON	CR 504635	
I	HIGH SIDE COALGON	CR 504636	
I	HIGH SIDE COALGON	CR 504637	
I	HIGH SIDE COALGON	CR 504638	
I	HIGH SIDE COALGON	CR 504639	
I	HIGH SIDE COALGON	CR 504640	
I	HIGH SIDE COALGON	CR 504641	
I	HIGH SIDE COALGON	CR 504642	
I	HIGH SIDE COALGON	CR 504643	
I	HIGH SIDE COALGON	CR 504644	
I	HIGH SIDE COALGON	CR 504645	
I	HIGH SIDE COALGON	CR 504646	
I	HIGH SIDE COALGON	CR 504647	
I	HIGH SIDE COALGON	CR 504648	
I	HIGH SIDE COALGON	CR 504649	
I	HIGH SIDE COALGON	CR 504650	
I	HIGH SIDE COALGON	CR 504651	
I	HIGH SIDE COALGON	CR 504652	
I	HIGH SIDE COALGON	CR 504653	

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
I	HIGH SIDE COALGON	CR 504654	
I	HIGH SIDE COALGON	CR 504655	
I	HIGH SIDE COALGON	CR 504656	
I	HIGH SIDE COALGON	CR 504657	
I	HIGH SIDE COALGON	CR 504658	
I	HIGH SIDE COALGON	CR 504659	
I	HIGH SIDE COALGON	CR 504660	
I	HIGH SIDE COALGON	CR 504661	
I	HIGH SIDE COALGON	CR 504662	
I	HIGH SIDE COALGON	CR 504663	
I	HIGH SIDE COALGON	CR 504664	
I	HIGH SIDE COALGON	CR 504665	
I	HIGH SIDE COALGON	CR 504666	
I	HIGH SIDE COALGON	CR 504667	
I	HIGH SIDE COALGON	CR 504668	
I	HIGH SIDE COALGON	CR 504669	
I	HIGH SIDE COALGON	CR 504670	
I	HIGH SIDE COALGON	CR 504671	
I	HIGH SIDE COALGON	CR 504672	
I	HIGH SIDE COALGON	CR 504673	
I	HIGH SIDE COALGON	CR 504674	
I	HIGH SIDE COALGON	CR 504676	
I	HIGH SIDE COALGON	CR 504677	
I	HIGH SIDE COALGON	CR 504678	
I	HIGH SIDE COALGON	CR 504679	
I	HIGH SIDE COALGON	CR 504680	
I	HIGH SIDE COALGON	CR 504682	
I	HIGH SIDE COALGON	CR 504684	
I	HIGH SIDE COALGON	CR 504685	
I	HIGH SIDE COALGON	CR 504686	
I	HIGH SIDE COALGON	CR 504687	
I	HIGH SIDE COALGON	CR 504688	
I	HIGH SIDE COALGON	CR 504689	
I	HIGH SIDE COALGON	CR 504690	
I	HIGH SIDE COALGON	CR 504691	
I	HIGH SIDE COALGON	CR 504692	
I	HIGH SIDE COALGON	CR 504693	
I	HIGH SIDE COALGON	CR 504694	
I	HIGH SIDE COALGON	CR 504696	
I	HIGH SIDE COALGON	CR 504697	
I	HIGH SIDE COALGON	CR 504699	
I	HIGH SIDE COALGON	CR 504700	
CARGROUP TOTAL			195

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
II	60 FT BOX	CR 219971	
II	60 FT BOX	CR 220533	
II	60 FT BOX	CR 221005	
II	60 FT BOX	CR 221007	
II	60 FT BOX	CR 275038	
II	60 FT BOX	CR 275324	
II	60 FT BOX	CR 275332	
II	60 FT BOX	CR 278014	
II	60 FT BOX	CR 281467	
II	60 FT BOX	CR 281516	
II	60 FT BOX	CR 281629	
CARGROUP TOTAL			11,

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
II	86 FT BOX	CR 237410	
II	86 FT BOX	CR 237587	
II	86 FT BOX	CR 237742	
II	86 FT BOX	CR 237799	
II	86 FT BOX	CR 237879	
II	86 FT BOX	CR 237988	
II	86 FT BOX	CR 237952	
II	86 FT BOX	CR 237977	
II	86 FT BOX	CR 238101	
II	86 FT BOX	CR 238177	
II	86 FT BOX	CR 238196	
II	86 FT BOX	CR 238266	
II	86 FT BOX	CR 240928	
II	86 FT BOX	CR 240989	
II	86 FT BOX	CR 242200	
II	86 FT BOX	CR 242201	
II	86 FT BOX	CR 242393	
II	86 FT BOX	CR 242421	
II	86 FT BOX	CR 243478	
II	86 FT BOX	CR 243485	
CARGROUP TOTAL			29

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
II	COVERED HOPPER	CR 986849	
II	COVERED HOPPER	CR 886851	
II	COVERED HOPPER	CR 886976	
II	COVERED HOPPER	CR 887943	
II	COVERED HOPPER	CR 887973	
II	COVERED HOPPER	CR 887110	
II	COVERED HOPPER	CR 887145	
II	COVERED HOPPER	CR 887209	
II	COVERED HOPPER	CR 887239	
II	COVERED HOPPER	CR 887252	
II	COVERED HOPPER	CR 887259	
CARGROUP TOTAL			11.

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
III	52 FT PLAIN GON	CR 576929	
III	52 FT PLAIN GON	CR 576999	
III	52 FT PLAIN GON	CR 576194	
III	52 FT PLAIN GON	CR 576299	
III	52 FT PLAIN GON	CR 576360	
III	52 FT PLAIN GON	CR 576391	
III	52 FT PLAIN GON	CR 576566	
III	52 FT PLAIN GON	CR 576646	
III	52 FT PLAIN GON	CR 576831	
III	52 FT PLAIN GON	CR 576889	
III	52 FT PLAIN GON	CR 577185	
III	52 FT PLAIN GON	CR 577184	
III	52 FT PLAIN GON	CR 577186	
III	52 FT PLAIN GON	CR 577279	
III	52 FT PLAIN GON	CR 577287	
III	52 FT PLAIN GON	CR 577508	
III	52 FT PLAIN GON	CR 577573	
III	52 FT PLAIN GON	CR 577622	
III	52 FT PLAIN GON	CR 577660	
III	52 FT PLAIN GON	CR 577716	
III	52 FT PLAIN GON	CR 577817	
III	52 FT PLAIN GON	CR 577977	
III	52 FT PLAIN GON	CR 578223	
III	52 FT PLAIN GON	CR 578251	
III	52 FT PLAIN GON	CR 578255	
III	52 FT PLAIN GON	CR 578276	
III	52 FT PLAIN GON	CR 578285	
III	52 FT PLAIN GON	CR 578299	
III	52 FT PLAIN GON	CR 578309	
III	52 FT PLAIN GON	CR 578311	
III	52 FT PLAIN GON	CR 578343	
III	52 FT PLAIN GON	CR 578356	
III	52 FT PLAIN GON	CR 578370	
III	52 FT PLAIN GON	CR 578382	
III	52 FT PLAIN GON	CR 578396	
III	52 FT PLAIN GON	CR 578399	
III	52 FT PLAIN GON	CR 578400	
III	52 FT PLAIN GON	CR 578403	
III	52 FT PLAIN GON	CR 578436	
III	52 FT PLAIN GON	CR 578456	
III	52 FT PLAIN GON	CR 578459	
III	52 FT PLAIN GON	CR 578465	
III	52 FT PLAIN GON	CR 578476	
III	52 FT PLAIN GON	CR 578483	
III	52 FT PLAIN GON	CR 578488	
III	52 FT PLAIN GON	CR 578498	
III	52 FT PLAIN GON	CR 578519	
III	52 FT PLAIN GON	CR 578522	
III	52 FT PLAIN GON	CR 578535	
III	52 FT PLAIN GON	CR 578536	
III	52 FT PLAIN GON	CR 578556	

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
III	52 FT PLAIN GON	CR 578560	
III	52 FT PLAIN GON	CR 578571	
III	52 FT PLAIN GON	CR 578590	
III	52 FT PLAIN GON	CR 578598	
III	52 FT PLAIN GON	CR 578611	
III	52 FT PLAIN GON	CR 578612	
III	52 FT PLAIN GON	CR 578619	
III	52 FT PLAIN GON	CR 578631	
III	52 FT PLAIN GON	CR 578632	
III	52 FT PLAIN GON	CR 578633	
III	52 FT PLAIN GON	CR 578637	
III	52 FT PLAIN GON	CR 578644	
III	52 FT PLAIN GON	CR 578646	
III	52 FT PLAIN GON	CR 578729	
III	52 FT PLAIN GON	CR 579434	
III	52 FT PLAIN GON	CR 579495	
III	52 FT PLAIN GON	CR 579575	
III	52 FT PLAIN GON	CR 579592	
III	52 FT PLAIN GON	CR 579794	
III	52 FT PLAIN GON	CR 579795	
III	52 FT PLAIN GON	CR 580138	
III	52 FT PLAIN GON	CR 580147	
III	52 FT PLAIN GON	CR 580415	
III	52 FT PLAIN GON	CR 580432	
III	52 FT PLAIN GON	CR 580597	
III	52 FT PLAIN GON	CR 580611	
III	52 FT PLAIN GON	CR 580658	
III	52 FT PLAIN GON	CR 580681	
III	52 FT PLAIN GON	CR 580803	
III	52 FT PLAIN GON	CR 580934	
III	52 FT PLAIN GON	CR 581041	
III	52 FT PLAIN GON	CR 581065	
III	52 FT PLAIN GON	CR 581144	
III	52 FT PLAIN GON	CR 584306	
III	52 FT PLAIN GON	CR 585109	
III	52 FT PLAIN GON	CR 585110	
CARGROUP TOTAL			97

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
III	COIL GON COVERED	CR 627100	
III	COIL GON COVERED	CR 627113	
III	COIL GON COVERED	CR 627195	
III	COIL GON COVERED	CR 627262	
III	COIL GON COVERED	CR 627361	
CARGROUP TOTAL			5

IDENTIFICATION NUMBERS OF ITEMS OF EQUIPMENT

CLASS OF EQUIPMENT	CAR TYPE	CAR ID	TALLY
FINAL TOTALS			329

329 RECORDS TOTALED

BASIC RENT
September 26, 1991 Funding Date

Rent Payment Date -----	Arrears Rent (% of Cost) -----	Advance Rent (% of Cost) -----
Apr 1 1992	0.1736062	0
Oct 1 1992	3.6235536	0
Apr 1 1993	5.7511795	0
Oct 1 1993	3.5315301	0
Apr 1 1994	5.8432029	0
Oct 1 1994	3.4315505	0
Apr 1 1995	5.9431858	0
Oct 1 1995	3.3229223	0
Apr 1 1996	6.0518108	0
Oct 1 1996	3.3065944	0
Apr 1 1997	6.0681386	0
Oct 1 1997	3.9088369	0
Apr 1 1998	5.4658962	0
Oct 1 1998	0	9.6101501
Apr 1 1999	0	2.6468998
Oct 1 1999	0	6.7278333
Apr 1 2000	0	2.4854940
Oct 1 2000	0	6.8892391
Apr 1 2001	0	2.3452688
Oct 1 2001	0	8.8773173
Apr 1 2002	0	2.1418571
Oct 1 2002	0	9.3161500
Apr 1 2003	0	1.9267703
Oct 1 2003	0	9.5312368
Apr 1 2004	0	1.7120053
Oct 1 2004	0	9.7460018
Apr 1 2005	0	1.3672464
Oct 1 2005	0	10.0907607
Apr 1 2006	0	1.1272427
Oct 1 2006	0	10.3307644
Apr 1 2007	0	0.8606625
Oct 1 2007	0	10.5973445
Apr 1 2008	0	0.4395511
Oct 1 2008	0	11.0184560
Apr 1 2009	0	0.0000000
Oct 1 2009	0	11.4580071

STIPULATED LOSS VALUES
September 26, 1991 Funding Date

Loss Payment Date -----	Stipulated Loss Value (% of Cost) -----
Apr 1 1992	107.74860
Oct 1 1992	109.27766
Apr 1 1993	108.44385
Oct 1 1993	109.50115
Apr 1 1994	108.07707
Oct 1 1994	108.80949
Apr 1 1995	106.91029
Oct 1 1995	107.42911
Apr 1 1996	105.13710
Oct 1 1996	105.39414
Apr 1 1997	102.79704
Oct 1 1997	102.15879
Apr 1 1998	99.84068
Oct 1 1998	102.79403
Apr 1 1999	95.93670
Oct 1 1999	96.05852
Apr 1 2000	91.99740
Oct 1 2000	92.21085
Apr 1 2001	87.86576
Oct 1 2001	88.10257
Apr 1 2002	81.57166
Oct 1 2002	81.84384
Apr 1 2003	74.67078
Oct 1 2003	74.96603
Apr 1 2004	67.36518
Oct 1 2004	67.69334
Apr 1 2005	59.86197
Oct 1 2005	60.55050
Apr 1 2006	52.19951
Oct 1 2006	52.96643
Apr 1 2007	44.21844
Oct 1 2007	45.11009
Apr 1 2008	36.14901
Oct 1 2008	37.55861
Apr 1 2009	28.26577
Oct 1 2009	30.25407
Apr 1 2010	20.00000

TERMINATION VALUES
September 26, 1991 Funding Date

Rent Payment Date -----	Termination Value (% of Cost) -----
Apr 1 1992	107.41853
Oct 1 1992	108.72221
Apr 1 1993	107.68096
Oct 1 1993	108.54990
Apr 1 1994	106.94883
Oct 1 1994	107.51429
Apr 1 1995	105.45413
Oct 1 1995	105.81473
Apr 1 1996	103.36592
Oct 1 1996	103.46705
Apr 1 1997	100.71645
Oct 1 1997	99.92829
Apr 1 1998	97.50287
Oct 1 1998	100.43844
Apr 1 1999	93.47519
Oct 1 1999	93.47519
Apr 1 2000	89.26913
Oct 1 2000	89.28948
Apr 1 2001	84.78004
Oct 1 2001	84.79898
Apr 1 2002	78.10084
Oct 1 2002	78.12542
Apr 1 2003	70.76757
Oct 1 2003	70.78588
Apr 1 2004	62.98551
Oct 1 2004	63.00335
Apr 1 2005	54.81365
Oct 1 2005	55.10287
Apr 1 2006	46.33876
Oct 1 2006	46.64645
Apr 1 2007	37.41762
Oct 1 2007	37.77614
Apr 1 2008	28.20892
Oct 1 2008	28.94666
Apr 1 2009	18.89907
Oct 1 2009	20.05115
Apr 1 2010	9.00000

EBO Purchase Prices

<u>Funding Date</u>	EBO Purchase Price (% of Cost)		
	<u>By Class of Equipment</u>		
	<u>Class I</u>	<u>Class II</u>	<u>Class III</u>
August 21, 1991	47.111%	47.111%	47.111%
September 26, 1991	46.945%	46.985%	47.111%
December 10, 1991	47.111%	47.111%	47.111%

ETA RENT
September 26, 1991 Funding Date

Sinking Fund Payment Date	Interest Component of ETA Rent Due on Payment Date	Principal Component of ETA Rent Due on Payment Date
-----	-----	-----
10/01/91	\$ 88,618.35	\$ 0.00
4/01/92	398,782.56	0.00
10/01/92	398,782.56	0.00
4/01/93	398,782.56	234,152.00
10/01/93	388,655.49	0.00
4/01/94	388,655.49	254,406.00
10/01/94	377,652.43	0.00
4/01/95	377,652.43	276,413.00
10/01/95	365,697.56	0.00
4/01/96	365,697.56	300,322.00
10/01/96	352,708.64	11,192.00
4/01/97	352,224.59	315,592.00
10/01/97	338,575.23	91,604.00
4/01/98	334,613.36	266,925.00
10/01/98	323,068.85	734,557.00
4/01/99	291,299.26	0.00
10/01/99	291,299.26	410,744.00
4/01/00	273,534.58	0.00
10/01/00	273,534.58	356,814.00
4/01/01	258,102.38	0.00
10/01/01	258,102.38	518,504.00
4/01/02	235,677.08	0.00
10/01/02	235,677.08	546,392.00
4/01/03	212,045.62	0.00
10/01/03	212,045.62	546,458.00
4/01/04	188,411.32	0.00
10/01/04	188,411.32	877,274.00
4/01/05	150,469.22	0.00
10/01/05	150,469.22	610,700.00
4/01/06	124,056.44	0.00
10/01/06	124,056.44	678,334.00
4/01/07	94,718.49	0.00
10/01/07	94,718.49	1,071,551.00
4/01/08	48,373.91	0.00
10/01/08	48,373.91	1,110,472.00
	-----	-----
TOTAL	\$9,003,544.24	\$9,220,406.00

IN WITNESS WHEREOF, Lessor, Lessee and the Equipment Trust Trustee have caused this Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

Lessor/Owner Trustee

MERIDIAN TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee

By: *J. M. Clancy*
Title: ACCOUNT OFFICER

Lessee

CONSOLIDATED RAIL CORPORATION

By: _____
Director - Project Financing

Equipment Trust Trustee

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By: _____
Title

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged on this ____ day of September, 1991.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By: _____
Title

IN WITNESS WHEREOF, Lessor, Lessee and the Equipment Trust Trustee have caused this Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

Lessor/Owner Trustee

MERIDIAN TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee

By: _____
Title:

Lessee

CONSOLIDATED RAIL CORPORATION

By: Thomas J. McHarden
Director - Project Financing

Equipment Trust Trustee

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By: [Signature]
Title VP

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged on this ____ day of September, 1991.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By: [Signature]
Title VP

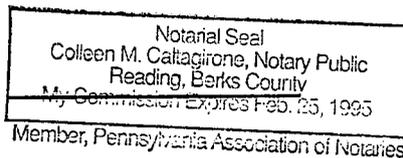
STATE OF PENNSYLVANIA)
COUNTY OF BERKS) SS:

On this 23rd day of SEPTEMBER, 1991 before me personally appeared, PAUL M. CLANCY, to me personally known, who being by me duly sworn, says that (s)he is the ACCOUNT OFFICER of MERIDIAN TRUST COMPANY, that the seal affixed the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on SEPTEMBER 23, 1991 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Colleen M. Caltagirone
Notary Public

[Notarial Seal]

My commission expires _____



STATE OF _____)
COUNTY OF _____) SS:

On this _____ day of _____, 1991 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that the seal affixed the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on _____, 1991 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires _____

STATE OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

On this 26th day of September, 1991 before me personally appeared, Thomas J. McFadden, to me personally known, who being by me duly sworn, says that he is the Director - Project Financing of CONSOLIDATED RAIL CORPORATION, that the seal affixed the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on September 26, 1991 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catherine A. Aldinger
Notary Public

[Notarial Seal]

My commission expires

