

CRAVATH, SWAINE & MOORE

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, N. Y. 10019-7475

TELEPHONE (212) 474-1000
FACSIMILE (212) 474-3700

33 KING WILLIAM STREET
LONDON EC4R 9DU ENGLAND
TELEPHONE 071-606-1421
FACSIMILE 071-860-1150

WRITER'S DIRECT DIAL NUMBER 18421-1114

(212) 474-1114

EVAN R. CHESLER
PATRICIA GEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER
DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON
RORY O. MILLSON
NEIL P. WESTREICH
FRANK P. BARRON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.
THOMAS D. COOPER
STEPHEN L. GORDON
ROBERT A. KINDLER
JOAN M. MOSLEY
GREGORY M. SHAW

PETER S. WILSON
JAMES C. VARDELL, III
ROBERT H. BARON
KEVIN J. GREHAN
W. CLAYTON JOHNSON
STEPHEN S. MADSEN
C. ALLEN PARKER
MARC S. ROSENBERG
WILLIAM B. BRANNAN
LEWIS R. STEINBERG
SUSAN WEBSTER
WILLIAM H. WIDEN
TIMOTHY G. MASSAD
DAVID MERCADO
ROWAN D. WILSON
JOHN T. GAFFNEY

ALLEN F. MAULSBY
JOHN R. HUPPER
SAMUEL C. BUTLER
BENJAMIN F. CRANE
JOHN F. HUNT
GEORGE J. GILLESPIE, III
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES

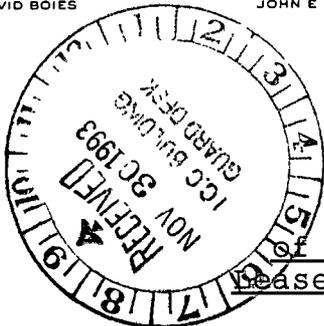
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
HERBERT L. CAMP
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
JOSEPH A. MULLINS
MAX R. SHULMAN
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER

INTERSTATE COMMERCE COMMISSION

November 24, 1993

\$18.00 filing fee

Lease Supplement No. 2 Dated as
of November 30, 1993, Amending Memorandum of
Lease Agreement Filed Under Recordation No. 18421



Dear Mr. Strickland:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Union Pacific Railroad Company for filing and recordation counterparts of the following document:

Lease Supplement No. 2 dated as of November 30, 1993, between Harris Trust and Savings Bank, as Lessor, and Union Pacific Railroad Company, as Lessee.

Lease Supplement No. 2 amends the Memorandum of Lease Agreement dated as of September 15, 1993, previously filed and recorded with the Interstate Commerce Commission on September 30, 1993, at 9:30 a.m., Recordation No. 18421.

Lease Supplement No. 2 has been executed for the purpose of leasing the Railcars under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof.

Please file and record the Lease Supplement No. 2 submitted with this letter and assign it Recordation Number 18421-B.

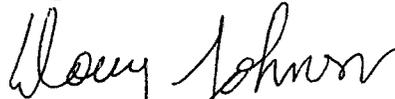
Enclosed is a check for \$18 payable to the Interstate Commerce Commission for the recordation fee for the Lease Supplement No. 2.

*This one
18421-B*

C. Randolph G. H. Harrison

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the documents be delivered to the bearer of this letter.

Very truly yours,



G. Douglas Johnson
as Agent for
Union Pacific
Railroad Company

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

Encls.

273A

18421-B
NOV 30 1993 9 05 AM
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 2

Dated as of November 30, 1993

Between

HARRIS TRUST AND SAVINGS BANK
not in its individual capacity but solely
as Owner Trustee,

and

UNION PACIFIC RAILROAD COMPANY,
as Lessee

COVERED HOPPER RAIL CARS AND OTHER RAIL EQUIPMENT

CERTAIN RIGHTS, TITLE AND INTEREST COVERED HEREBY HAVE BEEN ASSIGNED TO WILMINGTON TRUST COMPANY, AS INDENTURE TRUSTEE, UNDER AN INDENTURE AND SECURITY AGREEMENT DATED AS OF SEPTEMBER 15, 1993. NO SECURITY INTEREST IN THIS LEASE SUPPLEMENT 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 ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF. THIS IS NOT THE ORIGINAL COUNTERPART.

THIS LEASE SUPPLEMENT NO. 2 HAS BEEN FILED WITH THE INTERSTATE COMMERCE COMMISSION PURSUANT TO 49 U.S.C. §11303 AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 90 OF THE RAILWAY ACT OF CANADA

LEASE SUPPLEMENT NO. 2, dated as of November 30, 1993, among HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement dated as of September 15, 1993, with CITICORP DEL-LEASE, INC., a Delaware corporation, and UNION PACIFIC RAILROAD COMPANY, a Utah corporation.

Lessor, Lessee and Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement, Lessor and Lessee have heretofore entered into a Lease Agreement and Indenture Trustee and Owner Trustee have heretofore entered into an Indenture and Security Agreement, each dated as of September 15, 1993 (capitalized terms used herein without definitions having the meanings set forth in Schedule X to the Lease). The Participation Agreement and the Lease provide that on each Closing Date each Seller shall deliver to Owner Trustee a Bill of Sale by which such Seller bargains, conveys, assigns, sets over, sells and delivers to Owner Trustee, and Owner Trustee purchases and accepts from such Seller, the Railcars to be conveyed by such Seller on such Closing Date, and one or more Bills of Sale have been delivered by one or more Sellers and accepted by Owner Trustee on the date hereof. The Participation Agreement and the Lease provide for the execution of a Lease Supplement substantially in the form hereof for the purpose of leasing the Railcars under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof.

ACCORDINGLY, in consideration of the premises and for good and sufficient consideration, Lessor and Lessee 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 of the Lease as meeting and being in compliance in all material respects with the specifications attached as Schedule 3 to the Participation Agreement for such Railcars, and in good working order and in conformance with all provisions of the Lease.

3. The aggregate Lessor's Cost of such Railcars is \$38,664,328.42 and the amounts comprising such Lessor's Cost and the Lessor's Cost of each such Railcar are set forth on Schedule 1 hereto. The Stipulated Loss Value

percentages, Termination Value percentages and Basic Rent applicable thereto and to all other Railcars purchased prior to the date hereof or to be purchased hereafter and subjected to the Lease are set forth on Schedules 1A, 1B, 1C, 1D, 2A, 2B, 2C, 2D, 3A, 3B, 3C and 3D hereto, which Schedules replace Schedules 1A, 1B, 1C, 1D, 2A, 2B, 2C, 2D, 3A, 3B, 3C and 3D to the Lease.

4. The language of Section 4(c)(ii)(C) of the Lease is deleted and replaced with the following:

"on the following dates, an amount equal to the following percentages of Lessor's Cost of the relevant Railcars: Hoppers, March 29, 2011, 41.67%; Bi-Level Autoracks, September 29, 2006, 30.00%; Tri-Level Autoracks, March 29, 2004, 31.57%; and Reefers, September 29, 2006, 30.73%;"

5. The language of Section 4(c)(ii)(E) of the Lease is deleted and replaced with the following:

"[intentionally left blank]"

6. This Lease 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.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered on the date first above written.

Attest

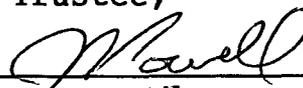
HARRIS TRUST AND SAVINGS BANK,
not in its individual
capacity but solely as
Owner Trustee,



Name: D. G. DONOVAN

[Seal]

By:



Name: J POWELL

Title: VICE PRESIDENT

Attest

UNION PACIFIC RAILROAD
COMPANY,

Name: _____

[Seal]

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered on the date first above written.

Attest

HARRIS TRUST AND SAVINGS BANK,
not in its individual
capacity but solely as
Owner Trustee,

Name:

[Seal]

By: _____

Name:

Title:

Attest

UNION PACIFIC RAILROAD
COMPANY,



Name:

Assistant Secretary

[Seal]

By: 

Name:

Title: Assistant Treasurer

STATE OF)
)
COUNTY OF)

On this _____ day of _____ 1993, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of HARRIS TRUST AND SAVINGS BANK, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed 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.

Notary Public

[Notarial Seal]

My Commission Expires

COMMONWEALTH
~~STATE~~ OF PENNSYLVANIA)
) ss.:
COUNTY OF LEHIGH)

On this 19th day of NOVEMBER, 1993, before me personally appeared JOHN B LARSEN, to me personally known, who, being by me duly sworn, says that he is an ASST TREASURER of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said Corporation.

Kathleen F. Owens
Notary Public

[Notarial Seal]

My Commission Expires

Notarial Seal
Kathleen F. Owens, Notary Public
Bethlehem, Lehigh County
My Commission Expires Oct. 19, 1996
Member, Pennsylvania Association of Notaries

Receipt of this original counterpart of this Lease Supplement is hereby acknowledged this 30th day of November, 1993.

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By: _____
Name:
Title:

SCHEDULE 1
to Lease
Supplement No. 2

SCHEDULE OF RAILCARS TO BE DELIVERED

<u>Quantity of Units</u>	<u>Description and Serial Numbers</u>	<u>Lessor's Cost Per Unit</u>	<u>Aggregate Lessor's Cost</u>
146	bi-level autoracks 90656-90801	\$40,349.27	\$5,890,993.42
700	covered hopper rail cars 87200-87731 87733-87738 87744-87760 87764-87772 87774-87800 87802-87811 87813-87814 87816-87835 87837-87839 87841-87842 87845-87850 87852 87856 87858-87864 87866-87875 87877-87878 87880-87881 87884 87890-87895 87897-87902	\$46,819.05	\$32,773,335.00

<u>Quantity of Units</u>	<u>Description and Serial Numbers</u>	<u>Lessor's Cost Per Unit</u>	<u>Aggregate Lessor's Cost</u>
	87909-87913		
	87915-87919		
	87921-87923		
	87932-87940		
	87942-87944		
	87954-87957		
	87959		

SCHEDULE 1A
to LEASE

Hopper

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	103.85029806
Sep 29 1994	2	105.30327052
Mar 29 1995	3	104.25465372
Sep 29 1995	4	105.20972688
Mar 29 1996	5	103.64011538
Sep 29 1996	6	104.27597718
Mar 29 1997	7	102.30023625
Sep 29 1997	8	102.71914838
Mar 29 1998	9	100.41456953
Sep 29 1998	10	100.67366304
Mar 29 1999	11	98.04300505
Sep 29 1999	12	98.14438076
Mar 29 2000	13	95.18063860
Sep 29 2000	14	95.18063860
Mar 29 2001	15	92.00878619
Sep 29 2001	16	92.00878619
Mar 29 2002	17	88.63682268
Sep 29 2002	18	88.64859951
Mar 29 2003	19	85.12097893
Sep 29 2003	20	85.12097893
Mar 29 2004	21	81.05838411
Sep 29 2004	22	81.05838411
Mar 29 2005	23	75.69665532
Sep 29 2005	24	75.69665532
Mar 29 2006	25	70.12852616
Sep 29 2006	26	70.12852616
Mar 29 2007	27	64.36087195
Sep 29 2007	28	64.38226709
Mar 29 2008	29	58.41202684
Sep 29 2008	30	58.60946546
Mar 29 2009	31	52.44729214
Sep 29 2009	32	52.85327097
Mar 29 2010	33	46.50127511
Sep 29 2010	34	47.14412273
Mar 29 2011	35	40.60577725
Sep 29 2011	36	33.51423917
Mar 29 2012	37	34.68862368
Sep 29 2012	38	35.47570523
Mar 29 2013	39	29.10475659
Sep 29 2013	40	26.25000000

SCHEDULE 2A
to LEASE

Hopper

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	103.85029806
Sep 29 1994	2	105.30327052
Mar 29 1995	3	104.25465372
Sep 29 1995	4	105.20972688
Mar 29 1996	5	103.64011538
Sep 29 1996	6	104.27597718
Mar 29 1997	7	102.30023625
Sep 29 1997	8	102.71914838
Mar 29 1998	9	100.41456953
Sep 29 1998	10	100.67366304
Mar 29 1999	11	98.04300505
Sep 29 1999	12	98.14438076
Mar 29 2000	13	95.18063860
Sep 29 2000	14	95.18063860
Mar 29 2001	15	92.00878619
Sep 29 2001	16	92.00878619
Mar 29 2002	17	88.63682268
Sep 29 2002	18	88.64859951
Mar 29 2003	19	85.12097893
Sep 29 2003	20	85.12097893
Mar 29 2004	21	81.05838411
Sep 29 2004	22	81.05838411
Mar 29 2005	23	75.69665532
Sep 29 2005	24	75.69665532
Mar 29 2006	25	70.12852616
Sep 29 2006	26	70.12852616
Mar 29 2007	27	64.36087195
Sep 29 2007	28	64.38226709
Mar 29 2008	29	58.41202684
Sep 29 2008	30	58.60946546
Mar 29 2009	31	52.44729214
Sep 29 2009	32	52.85327097
Mar 29 2010	33	46.50127511
Sep 29 2010	34	47.14412273
Mar 29 2011	35	40.60577725
Sep 29 2011	36	33.51423917
Mar 29 2012	37	34.68862368
Sep 29 2012	38	35.47570523
Mar 29 2013	39	29.10475659
Sep 29 2013	40	26.25000000

SCHEDULE 3A
to LEASE

BASIC RENT

Hopper

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.31450474
Mar 29 1995	3		4.50303790
Sep 29 1995	4		2.24469053
Mar 29 1996	5		4.57285196
Sep 29 1996	6		2.17042221
Mar 29 1997	7		4.64712028
Sep 29 1997	8		2.09141557
Mar 29 1998	9		4.72612692
Sep 29 1998	10		2.00736833
Mar 29 1999	11		4.81017416
Sep 29 1999	12		1.91795883
Mar 29 2000	13		4.89958366
Sep 29 2000	14		1.82284504
Mar 29 2001	15		4.99469745
Sep 29 2001	16		1.72166300
Mar 29 2002	17		5.09587949
Sep 29 2002	18		1.62199135
Mar 29 2003	19		5.19555114
Sep 29 2003	20		1.55712651
Mar 29 2004	21		5.63916820
Sep 29 2004	22		1.47999446
Mar 29 2005	23		6.85255748
Sep 29 2005	24		1.37646977
Mar 29 2006	25		6.95608217
Sep 29 2006	26		1.27485285
Mar 29 2007	27		7.05769909
Sep 29 2007	28		1.12635354
Mar 29 2008	29		7.20619840
Sep 29 2008	30		0.93240651
Mar 29 2009	31		7.40014542
Sep 29 2009	32		0.72608564
Mar 29 2010	33		7.60646629
Sep 29 2010	34		0.50660151
Mar 29 2011	35		7.82595042
Sep 29 2011	36		8.31600541
Mar 29 2012	37		0.01654652
Sep 29 2012	38		0.53523125
Mar 29 2013	39		7.79732069
Sep 29 2013	40		4.16627597

147.71342066

SCHEDULE 1B
to LEASE

Bi-Level Autorack

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.34971149
Sep 29 1994	2	105.96549763
Mar 29 1995	3	103.32377402
Sep 29 1995	4	104.30235018
Mar 29 1996	5	100.95690281
Sep 29 1996	6	101.56943825
Mar 29 1997	7	97.68713033
Sep 29 1997	8	98.08372730
Mar 29 1998	9	93.77642106
Sep 29 1998	10	94.04035859
Mar 29 1999	11	89.30409760
Sep 29 1999	12	89.43286579
Mar 29 2000	13	84.24654836
Sep 29 2000	14	84.29464398
Mar 29 2001	15	78.78863221
Sep 29 2001	16	78.94247235
Mar 29 2002	17	72.33461110
Sep 29 2002	18	72.50886609
Mar 29 2003	19	64.72182363
Sep 29 2003	20	64.91620725
Mar 29 2004	21	56.86088437
Sep 29 2004	22	57.34879368
Mar 29 2005	23	49.11123049
Sep 29 2005	24	49.99552070
Mar 29 2006	25	41.61621953
Sep 29 2006	26	35.53554788
Mar 29 2007	27	34.40937737
Sep 29 2007	28	36.22322989
Mar 29 2008	29	27.62752577
Sep 29 2008	30	28.99068502
Mar 29 2009	31	20.00000000

SCHEDULE 2B
to LEASE

B1-Level Autorack

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.00326169
Sep 29 1994	2	105.16523044
Mar 29 1995	3	102.18503717
Sep 29 1995	4	102.88430960
Mar 29 1996	5	99.32227566
Sep 29 1996	6	99.75010326
Mar 29 1997	7	95.71752782
Sep 29 1997	8	95.97768575
Mar 29 1998	9	91.54713059
Sep 29 1998	10	91.70083249
Mar 29 1999	11	86.87394886
Sep 29 1999	12	86.93069761
Mar 29 2000	13	81.70015773
Sep 29 2000	14	81.70225873
Mar 29 2001	15	76.13881409
Sep 29 2001	16	76.19899613
Mar 29 2002	17	69.44037417
Sep 29 2002	18	69.48320035
Mar 29 2003	19	61.49591032
Sep 29 2003	20	61.52113767
Mar 29 2004	21	53.21711458
Sep 29 2004	22	53.40354767
Mar 29 2005	23	44.78167896
Sep 29 2005	24	45.20673604
Mar 29 2006	25	36.27978989
Sep 29 2006	26	29.55692229
Mar 29 2007	27	27.67146123
Sep 29 2007	28	28.68166948
Mar 29 2008	29	19.18864457
Sep 29 2008	30	19.82324908
Mar 29 2009	31	10.00000000

SCHEDULE 3B
to LEASE

BASIC RENT

B1-Level Autorack

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.43095119
Mar 29 1995	3		6.27710953
Sep 29 1995	4		2.30825883
Mar 29 1996	5		6.39980190
Sep 29 1996	6		2.17773873
Mar 29 1997	7		6.53032541
Sep 29 1997	8		2.03889122
Mar 29 1998	9		6.66916951
Sep 29 1998	10		1.89118549
Mar 29 1999	11		6.81687787
Sep 29 1999	12		1.73405590
Mar 29 2000	13		6.97400482
Sep 29 2000	14		1.56690163
Mar 29 2001	15		7.14115910
Sep 29 2001	16		1.38908289
Mar 29 2002	17		8.28653408
Sep 29 2002	18		1.25930872
Mar 29 2003	19		9.38387660
Sep 29 2003	20		1.10673387
Mar 29 2004	21		9.53645145
Sep 29 2004	22		0.85708524
Mar 29 2005	23		9.78610009
Sep 29 2005	24		0.57224968
Mar 29 2006	25		10.07093565
Sep 29 2006	26		7.74207381
Mar 29 2007	27		2.90111152
Sep 29 2007	28		0.00000000
Mar 29 2008	29		10.64318533
Sep 29 2008	30		0.00000000
Mar 29 2009	31		10.64318533

			145.13434539

SCHEDULE 1C
to LEASE

Tri-Level Autorack

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	105.40264871
Sep 29 1994	2	106.91931390
Mar 29 1995	3	102.81110552
Sep 29 1995	4	103.64878776
Mar 29 1996	5	98.74288277
Sep 29 1996	6	99.21973006
Mar 29 1997	7	93.70310983
Sep 29 1997	8	93.98947028
Mar 29 1998	9	87.98754464
Sep 29 1998	10	88.18265458
Mar 29 1999	11	81.69533255
Sep 29 1999	12	81.80572934
Mar 29 2000	13	74.81498007
Sep 29 2000	14	74.92742476
Mar 29 2001	15	65.34842159
Sep 29 2001	16	65.57464098
Mar 29 2002	17	55.72813757
Sep 29 2002	18	56.36313506
Mar 29 2003	19	46.34089764
Sep 29 2003	20	47.51609892
Mar 29 2004	21	37.38226081
Sep 29 2004	22	36.66622371
Mar 29 2005	23	28.98468868
Sep 29 2005	24	30.58728428
Mar 29 2006	25	20.00000000

SCHEDULE 2C
to LEASE

Tri-Level Autorack

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.83469005
Sep 29 1994	2	105.83014067
Mar 29 1995	3	101.32742967
Sep 29 1995	4	101.83268344
Mar 29 1996	5	96.65847963
Sep 29 1996	6	96.89886869
Mar 29 1997	7	91.18007105
Sep 29 1997	8	91.27603558
Mar 29 1998	9	85.09366253
Sep 29 1998	10	85.11427340
Mar 29 1999	11	78.48035427
Sep 29 1999	12	78.48035427
Mar 29 2000	13	71.42315885
Sep 29 2000	14	71.42315885
Mar 29 2001	15	61.64645971
Sep 29 2001	16	61.67538088
Mar 29 2002	17	51.52705192
Sep 29 2002	18	51.79335993
Mar 29 2003	19	41.29730818
Sep 29 2003	20	41.89400804
Mar 29 2004	21	31.05348654
Sep 29 2004	22	29.49594801
Mar 29 2005	23	20.80744885
Sep 29 2005	24	21.57155852
Mar 29 2006	25	10.00000000

SCHEDULE 3C
to LEASE

BASIC RENT

Tri-Level Autorack

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.53818713
Mar 29 1995	3		7.71822077
Sep 29 1995	4		2.37294454
Mar 29 1996	5		7.88346335
Sep 29 1996	6		2.19716037
Mar 29 1997	7		8.05924752
Sep 29 1997	8		2.01016037
Mar 29 1998	9		8.24624752
Sep 29 1998	10		1.81125947
Mar 29 1999	11		8.44514842
Sep 29 1999	12		1.59960726
Mar 29 2000	13		8.65680268
Sep 29 2000	14		1.37448273
Mar 29 2001	15		11.16086025
Sep 29 2001	16		1.11134960
Mar 29 2002	17		11.42426004
Sep 29 2002	18		0.80091487
Mar 29 2003	19		11.73469478
Sep 29 2003	20		0.45212729
Mar 29 2004	21		12.08348236
Sep 29 2004	22		2.62303841
Mar 29 2005	23		9.91257123
Sep 29 2005	24		0.00000000
Mar 29 2006	25		12.53560965
		
			136.75184062

SCHEDULE 1D
to LEASE

Reefer

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	105.02431591
Sep 29 1994	2	106.51437582
Mar 29 1995	3	103.85766218
Sep 29 1995	4	104.77383768
Mar 29 1996	5	101.46322160
Sep 29 1996	6	102.04791914
Mar 29 1997	7	98.22793775
Sep 29 1997	8	98.61191000
Mar 29 1998	9	94.37876357
Sep 29 1998	10	94.63600883
Mar 29 1999	11	89.98700988
Sep 29 1999	12	90.11750954
Mar 29 2000	13	85.03294480
Sep 29 2000	14	85.08231964
Mar 29 2001	15	79.66765681
Sep 29 2001	16	79.79182764
Mar 29 2002	17	73.22540777
Sep 29 2002	18	73.37798822
Mar 29 2003	19	65.59745333
Sep 29 2003	20	65.76748733
Mar 29 2004	21	57.68711922
Sep 29 2004	22	58.14101282
Mar 29 2005	23	49.83844593
Sep 29 2005	24	50.63985443
Mar 29 2006	25	42.15479414
Sep 29 2006	26	35.62583666
Mar 29 2007	27	34.69263327
Sep 29 2007	28	36.48199084
Mar 29 2008	29	27.76915196
Sep 29 2008	30	29.10651614
Mar 29 2009	31	20.00000000

SCHEDULE 2D
to LEASE

Reefer

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.65493350
Sep 29 1994	2	105.76841200
Mar 29 1995	3	102.81093013
Sep 29 1995	4	103.46435623
Mar 29 1996	5	99.93197590
Sep 29 1996	6	100.31610941
Mar 29 1997	7	96.31983190
Sep 29 1997	8	96.53772715
Mar 29 1998	9	92.14943007
Sep 29 1998	10	92.25916907
Mar 29 1999	11	87.47407079
Sep 29 1999	12	87.48432478
Mar 29 2000	13	82.33949816
Sep 29 2000	14	82.33949558
Mar 29 2001	15	76.86641221
Sep 29 2001	16	76.87185368
Mar 29 2002	17	70.13814618
Sep 29 2002	18	70.15191531
Mar 29 2003	19	62.17880335
Sep 29 2003	20	62.19474020
Mar 29 2004	21	53.90023972
Sep 29 2004	22	54.09969073
Mar 29 2005	23	45.49054587
Sep 29 2005	24	45.93169696
Mar 29 2006	25	37.02053751
Sep 29 2006	26	29.98604205
Mar 29 2007	27	28.44504415
Sep 29 2007	28	29.56163293
Mar 29 2008	29	20.09578498
Sep 29 2008	30	20.81599207
Mar 29 2009	31	11.00000000

SCHEDULE 3D
to LEASE

BASIC RENT

Reefer

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.50003598
Mar 29 1995	3		6.27638944
Sep 29 1995	4		2.37957043
Mar 29 1996	5		6.39685499
Sep 29 1996	6		2.25141911
Mar 29 1997	7		6.52500631
Sep 29 1997	8		2.11509188
Mar 29 1998	9		6.66133355
Sep 29 1998	10		1.97006683
Mar 29 1999	11		6.80635859
Sep 29 1999	12		1.81580910
Mar 29 2000	13		6.96061632
Sep 29 2000	14		1.65167232
Mar 29 2001	15		7.12475310
Sep 29 2001	16		1.47707837
Mar 29 2002	17		8.27437704
Sep 29 2002	18		1.32959718
Mar 29 2003	19		9.39714500
Sep 29 2003	20		1.16248567
Mar 29 2004	21		9.56425651
Sep 29 2004	22		0.89791530
Mar 29 2005	23		9.82882688
Sep 29 2005	24		0.61301922
Mar 29 2006	25		10.11372296
Sep 29 2006	26		8.11515601
Mar 29 2007	27		2.61158617
Sep 29 2007	28		0.00000000
Mar 29 2008	29		10.72674218
Sep 29 2008	30		0.00000000
Mar 29 2009	31		10.72674218

			146.27362864