

RECORDATION NO. 15616
FILED
MAR 11 98 12-45 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

March 11, 1998

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 11 12 44 PM '98

Re: Sonoma Trust II

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Assignment and Assumption Agreement, dated as of March 11, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Leases and other documents associated therewith, which were previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto. Please file the Assignment and Assumption Agreement under Recordation Number 15616-C and cross-index under the remaining Recordation Numbers.

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

- Assignor: GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, California 94111
- Assignee: Wilmington Trust Company, as Trustee
of Sonoma Trust II
1100 North Market Street
Wilmington, Delaware 19890

Counterparts - [Signature]

Mr. Vernon A. Williams
March 11, 1998
Page 2

A description of the railroad equipment and lease documents covered by the enclosed document is set forth on the schedules attached thereto.

Also enclosed is a check in the amount of \$408.00 payable to the order of the Surface Transportation Board covering the required recordation fees and cross-indexing fees.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SONOMA TRUST II
CROSS-INDEX SCHEDULE

15616-C ✓

15620-J

15707-~~D~~ - C

16048-C

16399-D

16760-B

17040-E

17656-D

17787-B

17892-W

18048-C

18055-D

18509-K ~~XXXX~~

18847-J

18929-B

19005-B

19748-B

See 15616-C

3-11-98

Assignment of Administration Agree -

Sonoma Trust II

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord And Alvord

918 Swixteenth Street, NW., Ste. 200

Washington, DC., 20006-2973

DATE:3/11/98

Dear Sir:

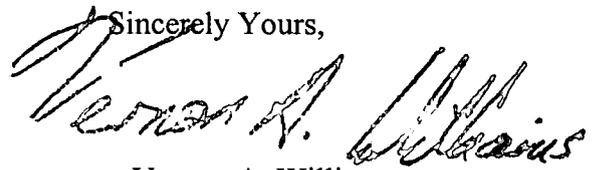
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/11/98

at 12:45 PM

assigned recordation numbers (s).21269, 14097-F, 15460-D, 15620-I, 17892-V, 17942-G, 18415-C, 18509-J, and 18847-I; 15616-C, 15620-J, 15707-C, 16048-C, 16399-D, 16760-B, 17040-E, 17656-D, 17787-B, 17892-W, 18048-C, 18055-D, 18509-K, 18847-J, 18929-B, 19005-B and 19748-B.; 15707-D, 15883-D, 16760-C, 17892-X, 17942-H, 17971-C, 17978-C, 17971-C, 18055-E, 18509-L, 18922-B and 19061-C.

Sincerely Yours,

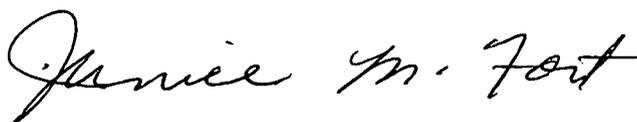


Vernon A. Williams
Secretary

Enclosure(s)

888.00

\$-----The amount indicated at the left has been received in payment of a fee



MAR 11 '98

12-45 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Agreement"), dated as of March 11, 1998, is by and between GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("GATX") and SONOMA TRUST II, a Delaware business trust (the "Trust").

W I T N E S S E T H :

WHEREAS, GATX has acquired certain assets from Pitney Bowes Credit Corporation ("PBCC") pursuant to a certain Asset Purchase Agreement dated as of August 30, 1997, as amended by Amendment No. 1 to the Asset Purchase Agreement dated as of September 30, 1997;

WHEREAS, the Trust is being formed by GATX and, in exchange for beneficial interest in the Trust, GATX has agreed to transfer and contribute to the Trust, all of GATX's right, title and interest in and to certain equipment and the leases covering such equipment pursuant to the Contribution Agreement dated as of February 5, 1998 between the Trust and GATX (the "Contribution Agreement") (capitalized terms used but not defined herein to have the meanings ascribed to them in the Contribution Agreement);

WHEREAS, the parties hereto wish to effect the contribution by GATX to the Trust of all the right, title and interest of GATX in and to the Lease Documents and any security interests granted thereby, and the assumption by the Trust of all the obligations of GATX under the Lease Documents which accrue from and after the Contribution Date;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto do hereby agree as follows:

1. Assignment. GATX does hereby ASSIGN, TRANSFER, SELL, DELIVER AND CONVEY UNTO THE TRUST, ITS SUCCESSORS AND PERMITTED ASSIGNS, TO HAVE AND TO HOLD FOREVER, all of GATX's right, title and interest in and to the Lease Documents listed on Schedule 1 and any security interests granted thereby.
2. Assumption. The Trust accepts the assignment set forth above and hereby confirms that it shall be deemed a party to the Lease Documents on the

Contribution Date, and the Trust agrees to be bound by all of the terms of and assumes all of the duties and obligations of GATX contained in the Lease Documents; provided, that such duties or obligations occur or arise from and after the Contribution. Upon the effectiveness of this Agreement and except as provided elsewhere in the Lease Documents, GATX shall be released and discharged from and shall not be responsible to any Person for the discharge or performance of any duty or obligation pursuant to or in connection with the Lease Documents to the extent, but only to the extent, occurring or arising from and after the Contribution, and the Trust shall be substituted in lieu of GATX as a party to each of the Lease Documents to which GATX is a party. Upon the effectiveness of this Agreement, the Trust shall not be responsible to any Person for the discharge or performance of any duty or obligation of GATX in connection with the Lease Documents occurring or arising prior to the Contribution or any duty or obligation in connection with any Prior Claim.

3. Further Assurances. GATX agrees to execute and deliver such further documents, and to do such further things, as the Trust may reasonably request in order to more fully effect this Agreement and the transactions contemplated hereby and by the Contribution Agreement. The Trust agrees to execute and deliver such further documents, and to do such further things, as GATX may reasonably request in order to more fully effect this Agreement and the transactions contemplated hereby and by the Contribution Agreement.

4. GOVERNING LAW. THIS INSTRUMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO THE CONFLICT OF LAWS PROVISIONS THEREOF.

5. Counterparts. This Agreement may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

6. Effectiveness. This Agreement shall become effective on the Contribution Date after it has been duly executed and delivered by the parties hereto.

7. Notices. All notices and documents delivered hereunder shall be in writing, and shall be forwarded by certified mail, return receipt requested, postage prepaid, or personally delivered, and addressed as follows:

If to GATX:	GATX Third Aircraft Corporation Four Embarcadero Center, Suite 2200 San Francisco, CA 94111 Attention: Contracts Administration Fax: (415) 955-3416
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If to The Trust: Sonoma Trust II
 c/o Wilmington Trust Company, as Trustee
 Corporate Financial Services Division
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890
 Attention: Corporate Trust Administration
 Facsimile: (302) 651-8882

8. Limited Liability. It is expressly understood and agreed by the parties hereto that (a) this Agreement has been executed and delivered by Wilmington Trust Company, not individually or personally but solely as Trustee of the Trust in the exercise of the powers and authority conferred and vested in it as Trustee under the Trust Agreement of the Trust, (b) each of the representations, undertakings and agreements made on the part of the Trust herein are made and intended not as personal representations, undertakings and agreements by Wilmington Trust Company but are made and intended for the purpose of binding only the Trust, (c) nothing contained herein shall be construed as creating any liability on Wilmington Trust Company, individually or personally, to perform any covenants either expressed or implied contained herein, all such liability, if any, being expressly waived by GATX and by any Person claiming by, through or under GATX and (d) under no circumstances shall Wilmington Trust Company be personally liable for the payment of any indebtedness or expenses of the Trust or be liable for the breach or failure of any obligation, representation, warranty or covenant made or undertaken by the Trust under this Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed as of the day and year first above written.

GATX THIRD AIRCRAFT CORPORATION

By: Thomas C. Nord
Name: **Thomas C. Nord**
Title: **VICE PRESIDENT**

SONOMA TRUST II

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Trustee

State of California)
)
County of San Francisco)

On March 5, 1998 before me, D. M. Steinway, Notary Public, personally appeared Thomas C. Nord, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Dm Steinway

Notary Public

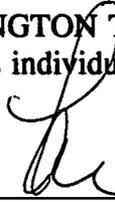
IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed as of the day and year first above written.

GATX THIRD AIRCRAFT CORPORATION

By: _____
Name:
Title:

SONOMA TRUST II

By: **WILMINGTON TRUST COMPANY,**
not in its individual capacity but solely as
Trustee

By:  _____
Name:
Title:

Patricia A. Evans
Financial Services Officer

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

Personally appeared before me, Kathleen A. Pedelini, a Notary Public in and for said State and County, Patricia A. Evans, a Financial Services Officer of Wilmington Trust Company, a Delaware banking corporation, acting as trustee for Sonoma Trust II, a Delaware business trust, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and seal at office, on this 24th day of February, 1998.

Kathleen A. Pedelini (Seal)
Notary Public
My Commission Expires:

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

**SCHEDULE 1
TO THE ASSIGNMENT AND ASSUMPTION AGREEMENT (SONOMA
TRUST II)**

LEASE OPERATIVE DOCUMENTS

SOLVAY POLYMERS, INC. - 030-0051367-801

Master Equipment Lease Agreement Dated as of May 2, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation, Lessee

Lease Schedule No. 801 Dated as of May 2, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation - Addendum "B" Stipulated Loss Value attached thereto

Letter Amendment to Master Equipment Lease Agreement Dated as of May 2, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation Dated as of November 24, 1992

Letter of Credit Agreement Dated as of May 2, 1988 Between Soltex Polymer Corporation and Pitney Bowes Credit Corporation

Amendment #1 to Letter of Credit, dated July 21, 1990

Amendment #3 to Letter of Credit, dated May 19, 1990

Amendment #4 to Letter of Credit, dated April 12, 1990

Amendment #9 to Letter of Credit, dated June 11, 1991

Amendment #11 to Letter of Credit, dated July 15, 1991

Amendment #18 to Letter of Credit, dated April 23, 1992

Amendment #19 to Letter of Credit, dated April 30, 1992

SOLVAY POLYMERS, INC. - 030-0051367-802

Master Equipment Lease Agreement Dated as of May 2, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation, Lessee

Lease Schedule No. 802 Dated as of May 2, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation, Lessee - Addendum "B" Stipulated Loss Value attached thereto

Letter Amendment to Master Equipment Lease Agreement Dated as of November 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation, Lessee

Letter of Credit Agreement Dated as of May 2, 1988 Between Soltex Polymer Corporation and Pitney Bowes Credit Corporation

SOLVAY POLYMERS, INC. - 030-0051367-803

Master Equipment Lease Agreement Dated as of May 2, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation, Lessee

Lease Schedule No. 803 Dated as of May 2, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation - Addendum "B" Stipulated Loss Value attached thereto

Letter Amendment to Master Equipment Lease Agreement Dated as of November 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymer Corporation

Letter of Credit Agreement Dated as of May 2, 1988 Between Soltex Polymer Corporation and Pitney Bowes Credit Corporation

MONTELL (HIMONT) U S A INC. - 030-0054437-801

Master Equipment Lease Agreement Dated as of June 9, 1989 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Inc., Lessee - Exhibit "A" Purchase Option and Renewal Option attached thereto

Lease Schedule No. 801 Dated as of June 9, 1989 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Inc., Lessee - Schedule "A" Equipment List, & Addendum "A" Stipulated Loss Value attached thereto

MONTELL (HIMONT) U S A INC. - 030-0054437-802

Master Equipment Lease Agreement Dated as of June 9, 1989 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Inc., Lessee - Exhibit "A" Purchase Option and Renewal Option attached thereto

Lease Schedule No. 802 Dated as of June 30, 1989 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Lessee - Schedule "A" Equipment List, & Addendum "A" Stipulated Loss Value attached thereto

MONTELL (HIMONT) U S A INC. - 030-0054437-803

Master Equipment Lease Agreement Dated as of June 9, 1989 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Inc., Lessee

Lease Schedule No. 803 Dated as of July 31, 1989 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Lessee

TRINITY INDUSTRIES - 030-0063628-801

Railroad Car Lease Agreement Dated as of March 19, 1984 Between Trinity Industries Leasing Company, Lessor and Chevron, USA, Inc., Lessee

Rider Three (3) to Railroad Car Lease Agreement Dated as of April 29, 1991 Between Trinity Industries Leasing Company, Lessor and Chevron, USA, Inc., Lessee as part of the Railroad Car Lease Agreement Dated as of March 19, 1984 Between Trinity Industries Leasing Company, Lessor and Chevron, USA, Inc., Lessee

Railroad Equipment Lease Dated as of December 31, 1991 Between Trinity Industries Leasing Company, Lessee and Pitney Bowes Credit Corporation, Lessor

Amendment No. 1 to Railroad Equipment Lease Dated as of October 26, 1994 Between Pitney Bowes Credit Corporation, Lessor and Trinity Industries Leasing Company, Lessee

Railroad Equipment Lease Supplement Dated as of October 26, 1994 Pitney Bowes Credit Corporation, Lessor and Trinity Industries Leasing Company, Lessee

Acceptance Certificate No. 1 to Railroad Equipment Lease No. 1 executed and delivered by Pitney Bowes Credit Corporation, Lessor and Trinity Industries Leasing Company, Lessee

CONSOLIDATION COAL - 030-0069682-803

Master Equipment Lease Agreement Dated as of February 9, 1990 Between Pitney Bowes Credit Corporation, Lessor and Consolidation Coal Company, Lessee

First Amendment to Purchase Agreement Dated as of February 7, 1990 Between Union Electric Company, Purchaser and Trinity Industries, Inc., Seller

Agreement of Assignment Dated as of February 7, 1990, Between Union Electric Company, Assignor and Consolidation Coal Company, Assignee

Consent and Agreement Dated as of February 7, 1990 Between Trinity Industries, Inc. and Union Electric Company

Agreement of Assignment Dated as of February 7, 1990, Between Consolidation Coal Company, Assignor and Pitney Bowes Credit Corporation, Assignee

Consent and Agreement Dated as of February 7, 1990 Between Trinity Industries, Inc., Consolidation Coal Company and Pitney Bowes Credit Corporation

Marketing and Residual Sharing Agreement Dated as of May 21, 1990 Between Residual Based Finance Corporation and Pitney Bowes Credit Corporation

Lease Schedule No. 803 Dated as of April 20, 1990 Between Pitney Bowes Credit Corporation, Lessor and Consolidation Coal Company, Lessee

CONAGRA, INC. - 030-1801174-801

Master Equipment Lease Agreement Dated as of April 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc., Lessee

Assignment of Purchase Agreement Dated as of April 24, 1992 Between ConAgra, Inc., Assignor Pitney Bowes Credit Corporation, Assignee and Trinity Industries, Inc. Seller

Agreement of Assignment Dated as of April 24, 1992 Between ConAgra, Inc., Assignor and Pitney Bowes Credit Corporation, Assignee

Sublease Rider to Master Equipment Lease Agreement Dated as of April 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc., Lessee.

Lease Schedule No. 801 Agreement Dated as of April 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc., Lessee

CONAGRA, INC. - 030-1801174-802

Master Equipment Lease Agreement Dated as of April 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc., Lessee

Memorandum dated July 13, 1992 of Master Equipment Lease Agreement Dated as of April 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc., Lessee.

Lease Schedule No. 802 dated July 13, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc. Lessee

CONAGRA, INC. - 030-1801174-804

Master Equipment Lease Agreement Dated as of April 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc., Lessee

Memorandum Dated as of December 29, 1994 of Master Equipment Lease Agreement Dated as of April 24, 1992 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc., Lessee

Lease Schedule No. 804 Dated as of December 29, 1994 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc. Lessee

NATIONAL STARCH - 030-7719040-801

Master Equipment Lease Agreement Dated as of November 16, 1995 Between Pitney Bowes Credit Corporation, Lessor and National Starch and Chemical Company, a division of INDOPCO, Inc., Lessee

Lease Schedule No. 801 Dated as of November 30, 1995 Between Pitney Bowes Credit Corporation, Lessor and National Starch and Chemical Company, a division of INDOPCO, Inc., Lessee

NATIONAL STARCH - 030-7719040-802

Master Equipment Lease Agreement Dated as of November 16, 1995 Between Pitney Bowes Credit Corporation, Lessor and National Starch and Chemical Company, a division of INDOPCO, Inc., Lessee

Lease Schedule No. 802 Dated as of December 29, 1995 Between Pitney Bowes Credit Corporation, Lessor and National Starch and Chemical Company, a division of INDOPCO, Inc., Lessee

U S BORAX, INC. - 030-7745847-801

Master Equipment Lease Agreement No. 7715964 Dated as of June 6, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee

Memorandum of Master Equipment Lease Agreement Dated as of June 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee attaching and incorporating Lease Schedule No. 801 thereto

Lease Schedule No. 801 Dated as of June 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee

Letter of Credit Agreement Dated as of June 6, 1994 Between U.S. Borax, Inc., Customer and Pitney Bowes Credit Corporation

U S BORAX, INC. - 030-7745847-804

Master Equipment Lease Agreement No. 7715964 Dated as of June 6, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee

Memorandum of Master Equipment Lease Agreement Dated as of September 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee attaching and incorporating Lease Schedule No. 804 thereto

Lease Schedule No. 804 Dated as of September 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee

Letter of Credit Agreement Dated as of June 6, 1994 Between U.S. Borax, Inc., Customer and Pitney Bowes Credit Corporation

U S BORAX, INC. - 030-7745847-806

Master Equipment Lease Agreement No. 7715964 Dated as of June 6, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee

Memorandum of Master Equipment Lease Agreement Dated as of November 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee attaching and incorporating Lease Schedule No. 806 thereto

Lease Schedule No. 806 Dated as of November 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and U.S. Borax, Inc., Lessee

Letter of Credit Agreement Dated as of June 6, 1994 Between U.S. Borax, Inc., Customer and Pitney Bowes Credit Corporation

MONTELL (HIMONT) USA INC. - 034-0056680-802 (a.k.a. 034-0046680-802)
Master Equipment Lease Agreement Dated as of June 9, 1988 Between Pitney Bowes Credit Corporation (Lessor) and Himont U.S.A., Inc., as amended by that certain Amendment Agreement dated as of September 26, 1997 between Montell USA Inc. and Pitney Bowes Credit Corporation, together with exhibits thereto

Lease Schedule No. 802 September 27, 1988 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Inc., Lessee - Schedule A Equipment List, Addendum B Stipulated Loss Value attached thereto

MONTELL (HIMONT) USA INC. - 034-0056680-803 (a.k.a. 034-0046680-803)
Master Equipment Lease Agreement Dated as of June 9, 1988 Between Pitney Bowes Credit Corporation (Lessor) and Himont U.S.A., Inc., as amended by that certain Amendment Agreement dated as of September 26, 1997 between Montell USA Inc. and Pitney Bowes Credit Corporation, together with exhibits thereto

Lease Schedule No. 803 Dated as of October 7, 1988 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Inc., Lessee - Schedule A Equipment List, Addendum B Stipulated Loss Value attached thereto

MONTELL (HIMONT) USA INC. - 034-0056680-805 (a.k.a. 034-0046680-805)
Master Equipment Lease Agreement Dated as of June 9, 1988 Between Pitney Bowes Credit Corporation (Lessor) and Himont U.S.A., Inc., as amended by that certain Amendment Agreement dated as of September 26, 1997 between Montell USA Inc. and Pitney Bowes Credit Corporation, together with exhibits thereto

Lease Schedule No. 805 Dated as of October 31, 1988 Between Pitney Bowes Credit Corporation, Lessor and Himont U.S.A., Inc., Lessee - Schedule A Equipment List, Addendum B Stipulated Loss Value attached thereto

B A S F CORP - 030-0045302-803

Master Equipment Lease Dated as of March 11, 1988 Between Pitney Bowes Credit Corporation, Lessor and BASF Corporation, Lessee - Schedule B to Variable Rent Addendum to attached thereto

Lease Schedule No. 803 Dated as of August 8, 1988 Between Pitney Bowes Credit Corporation, Lessor and BASF Corporation, Lessee with Schedule B - Schedule A (Equipment List), Schedule B (Schedule of Stipulated Loss Value) and Schedule C (Schedule of Economic Termination Vales) attached thereto

Tax Indemnity Rider A to Lease Schedule No. 803 Dated as of August 8, 1988

Letter Agreement to Lease Schedule No. 803 Dated as of September 2, 1988 amending Section 3 (Term), Section 4 (Rental Payments), Schedule B (Variable Rent Addendum to Master Lease Agreement) of the Master Equipment Lease Agreement

B A S F CORP - 030-0045302-804

Master Equipment Lease Dated as of March 11, 1988 Between Pitney Bowes Credit Corporation, Lessor and BASF Corporation, Lessee - Schedule B to Variable Rent Addendum to attached thereto

Lease Schedule No. 804 Dated as of September 29, 1988 Between Pitney Bowes Credit Corporation, Lessor and BASF Corporation, Lessee with Schedule B - Schedule A (Equipment List), Schedule B (Schedule of Stipulated Loss Value) and Schedule C (Schedule of Economic Termination Vales) attached thereto

Tax Indemnity Rider A to Lease Schedule No. 804 Dated as of September 29, 1988

Letter Agreement to Lease Schedule No. 804 Dated as of September 16, 1988 amending Section 3 (Term), Section 4 (Rental Payments), Schedule B (Variable Rent Addendum to Master Lease Agreement) of the Master Equipment Lease Agreement

RHONE-POULENC, INC - 030-0056135-805

Master Equipment Lease Dated as of September 24, 1990 Between Pitney Bowes Credit Corporation, Lessor and Rhone-Poulenc, Inc, Lessee

Lease Schedule No. 805 Dated as of December 26, 1990 Between Pitney Bowes Credit Corporation, Lessor and Rhone-Poulenc, Inc., Lessee - Schedule A Equipment List, Addendum B Stipulated Loss Value attached thereto

SAN MANUEL ARIZONA - 030-0063842-802

Master Equipment Lease Agreement Dated as of December 3, 1992 Between Pitney Bowes Credit Corporation, Lessor and Magma Copper Company, Lessee

Lease Addendum No. 1 Dated as of April 9, 1996 Between Pitney Bowes Credit Corporation, Lessor and BHP Copper Inc., formerly Magma Copper Company, Lessee

Assignment and Assumption Agreement Dated as of December 3, 1992 Between Magma Copper Company, Assignor and San Manuel Arizona Railroad Company, Assignee and Pitney Bowes Credit Corporation, Lessor

Memorandum of Assignment of Master Equipment Lease Agreement Dated as of June 3, 1994 Between Magma Copper Company, Transferor, San Manuel Arizona Railroad Company, Transferee and Pitney Bowes Credit Corporation, Lessor

Lease Schedule No. 802 Dated as of January 26, 1993 Between Pitney Bowes Credit Corporation, Lessor and Magma Copper Company, Lessee - Addendum A-Stipulated Loss Value and Addendum B Termination Value Table attached thereto

UNION TANK CAR - 030-1801356-801

Master Equipment Lease Agreement No. 1801356 Dated as of December 18, 1992, Between Pitney Bowes Credit Corporation, Lessor and Union Tank Car Company, Lessee

Lease Schedule No. 801 Dated as of December 18, 1992, Between Pitney Bowes Credit Corporation, Lessor and Union Tank Car Company, Lessee. - Schedule A Equipment List and Addendum B Stipulated Loss Value Schedule attached thereto

Car Service Agreement Dated as of December 1, 1990 Between Union Tank Car Company, Lessor and Martin Gas Sales, Inc., Lessee -Rider No. N3 to Car Service Agreement attached thereto

Memorandum of Master Equipment Lease Agreement Dated as of December 6, 1992 Between Union Tank Car Company, Lessor and Martin Gas Sales Inc., Lessee). - Exhibit A-Equipment List attached thereto

Bill of Sale Dated as of December 30, 1992 Between Union Tank Car Company, Seller and Pitney Bowes Credit Corporation, Buyer

MINNESOTA CORN - 030-7715030-801

Master Equipment Lease Dated as of November 30, 1993, Between Pitney Bowes Credit Corporation, Lessor and Minnesota Corn Processors, Lessee - Addendum B-Stipulated Loss Value Schedule & Termination Value Table attached thereto

Lease Schedule No. 801 Dated as of December 10, 1993 Between Pitney Bowes Credit Corporation, Lessor and Minnesota Corn Processors, Lessee

Memorandum of Master Equipment Lease Agreement, filed with the Interstate Commerce Commission on December 10, 1993

MINNESOTA CORN - 030-7715030-803

Master Equipment Lease Dated as of November 30, 1993, Between Pitney Bowes Credit Corporation, Lessor and Minnesota Corn Processors, Lessee - Addendum B-Stipulated Loss Value Schedule & Termination Value Table attached thereto

Lease Schedule No. 803 Dated as of February 28, 1994 Between Pitney Bowes Credit Corporation, Lessor and Minnesota Corn Processors, Lessee - Addendum A-Stipulated Loss Value Schedule & Termination Value Table attached thereto

MINNESOTA CORN - 030-7715030-806

Master Equipment Lease Dated as of November 30, 1993, Between Pitney Bowes Credit Corporation, Lessor and Minnesota Corn Processors, Lessee - Addendum A-Stipulated Loss Value Schedule & Termination Value Table attached thereto

Lease Schedule No. 806 Dated as of May 31, 1994 Between Pitney Bowes Credit Corporation, Lessor and Minnesota Corn Processors, Lessee. - Addendum A-Stipulated Loss Value Schedule & Termination Value Table attached thereto

HEUBLEIN, INC. - 030-7746837-801

Master Equipment Lease Agreement Dated as of August 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and Heublein, Inc., Lessee

Lease Schedule No. 801 Dated as of August 10, 1994 Between Pitney Bowes Credit Corporation, Lessor and Heublein Inc., Lessee - Schedule A-Equipment List & Addendum A-Stipulated Loss Value attached thereto

SOLVAY POLYMERS - 030-0061366-801

Master Equipment Lease Agreement Dated as of November 30, 1988 Between Pitney Bowes Credit Corporation, Lessor, and Soltex Polymer Corporation, Lessee.

Guaranty of Lease (Corporate) Dated as of November 30, 1988 Between Soltex Polymer Corporation, Lessee and Solvay America, Inc., Corporate Guarantor

Letter of Credit Agreement Dated as of November 30, 1988 Between Soltex Polymer Corporation and Pitney Bowes Credit Corporation in the amount of \$2,057,000, expiring November 30, 2002.

Addendum "A" Stipulated Loss Values to Lease Schedule No. 0061366-801 dated November 30, 1988

Amendment Letter Dated as of November 24, 1992 served to amend the Lease in accordance with Section 27 thereof, to delete the purchase option granted in favor of Soltex Polymer Corporation.

Lease Schedule No. 801 Dated as of November 30, 1988 Between Pitney Bowes Credit Corporation, Lessor and Soltex Polymers, Inc. Lessee

KANSAS CITY SOUTHERN - 030-7746886-801

Equipment Lease Agreement Dated as of August 30, 1994 Between Pitney Bowes Credit Corporation, Lessor, and The Kansas City Southern Railway Company, Lessee

Amendment to Equipment Lease Agreement, executed September 28 and 29, 1994

Lease Schedule No. 801 Dated as of September 30, 1994 Between Pitney Bowes Credit Corporation, Lessor and ConAgra, Inc. Lessee

**EQUIPMENT SCHEDULE
TO THE ASSIGNMENT AND ASSUMPTION AGREEMENT
(SONOMA TRUST II)**

Equipment Lease Specifications Sheet

Lease Number: 030-0051367-801
Lessee Name: Solvay Polymers, Inc. **Rec. No. 15616**
(f/k/a Soltex Polymer Corporation)
Lessee Address: 3333 Richmond Avenue
Houston, Texas 77098
Attn: General Counsel

Equipment Description:
Number of Cars 32
Description 5800 cf center flow Covered Hopper Railcars
Car Markings ELTX 1500-531
Manufacturer Thrall
Year Built 1988
Casualties none
Cars Remaining 32

Equipment Lease Specifications Sheet

Lease Number: 030-0051367-802
Lessee Name: Solvay Polymers, Inc. **Rec. No. 15616**
(f/k/a Soltex Polymer Corporation)
Lessee Address: 3333 Richmond Avenue
Houston, Texas 77098
Attn: General Counsel

Equipment Description:
Number of Cars 32
Description 5800 cf center flow Covered Hopper Railcars
Car Markings ELTX 1532-1563
Manufacturer Thrall
Year Built 1988
Casualties none
Cars Remaining 32

Equipment Lease Specifications Sheet

Lease Number: 030-0051367-803
Lessee Name: Solvay Polymers, Inc. **Rec. No. 15616**
(f/k/a Soltex Polymer Corporation)
Lessee Address: 3333 Richmond Avenue
Houston, Texas 77098
Attn: General Counsel

Equipment Description:
Number of Cars 21
Description 5800 cf center flow Covered Hopper Railcars
Car Markings ELTX 1564-84
Manufacturer Thrall
Year Built 1988
Casualties none
Cars Remaining 21

Equipment Lease Specifications Sheet

Lease Number: 030-0054437-801
Lessee Name: Montell USA, Inc. (f/k/a Himont USA, Inc.)
Lessee Address: 3 Little Falls Centre
2801 Centerville Road
Wilmington, Delaware 19808
Rec. No. 16399

Equipment Description:
Number of Cars 36
Description 5700 cubic foot covered rail hopper cars
Car Markings HPIX 89000-35
Manufacturer Union Tank Car
Year Built 1989
Casualties none
Cars Remaining 36

Equipment Lease Specifications Sheet

Lease Number: 030-0054437-802
Lessee Name: Montell USA, Inc. (f/k/a Himont USA, Inc.)
Lessee Address: 3 Little Falls Centre
2801 Centerville Road
Wilmington, Delaware 19808
Rec. No. 16399

Equipment Description:
Number of Cars 45
Description 5700 cubic foot covered rail hopper cars
Car Markings HPIX 89036, 37, 40-82
Manufacturer Union Tank Car
Year Built 1989
Casualties none
Cars Remaining 45

Equipment Lease Specification Sheet

Lease Number: 030-0054437-803
Lessee Name: Montell USA, Inc. (f/k/a Himont USA, Inc.)
Lessee Address: 3 Little Falls Centre
2801 Centerville Road
Wilmington, Delaware 19808
Rec. No. 16399

Equipment Description:
Number of Cars 42
Description 5700 cubic foot covered rail hopper cars
Car Markings HPIX 89038, 39, 83-122,
Manufacturer Union Tank Car Company
Year Built 1989
Casualties none
Cars Remaining 42

Equipment Lease Specifications Sheet

Lease Number: 030-0063628-801
Lessee Name: Trinity Industries Leasing Company
Lessee Address: 2705 State Street
Chicago Heights, Illinois 60411
Sublessee: Chevron USA, Inc. **Rec. No. 17656**

Equipment Description:
Number of Cars 100
Description 5,851 cubic foot covered quadruple hopper cars initially equipped with Sigma 6456 coating
Car Markings SCJX 891900-999
Manufacturer Trinity Industries, Inc.
Year Built 1991
Casualties Two (SCJX 891913, SCJX 891911)
Cars Remaining 98

Equipment Lease Specifications Sheet

Lease Number: 030-0069682-803
Lessee Name: Consolidation Coal Company
Lessee Address: Consol Plaza
1800 Washington Road
Pittsburgh, PA 15241
Attn: Vice President and Treasurer **Rec. No. 16760**

Equipment Description:
Number of Units 67
Description 5-pocket, 105 ton, 4,000 cubic foot, aluminum body - steel underframe mechanized rapid discharge II open hopper coal rail cars.
Car Markings ACCX 90009, 90175-90240
Manufacturer Trinity Industries, Inc.
Year Built 1990
Casualties none
Cars Remaining 67

Equipment Lease Specifications Sheet

Lease Number: 030-1801174-801
Lessee Name: ConAgra, Inc.
Lessee Address: One ConAgra Drive
Omaha, NE 68102
Attn: Sr. V.P. Finance **Rec. No. 17787**

Equipment Description:
Number of Cars 30
Description Trinity 5125 cubic foot 15 PSI Pressure discharge covered hopper cars
Car Markings CAGX 92000 to 92029
Manufacturer Trinity Industries, Inc.
Year Built 1992
Casualties 1 (CAGX 92004)
Cars Remaining 29

Equipment Lease Specifications Sheet

Lease Number: 030-1801174-802
Lessee Name: ConAgra, Inc.
Lessee Address: One ConAgra Drive
Omaha, NE 68102
Attn: Sr. V.P. Finance

Rec. No. 17892

Equipment Description:
Number of Cars 1
Description New Shuttle Wagon Rail Car Mover SWX35A, s/n 5M3504.
Manufacturer
Year Built 1992
Casualties None
Cars Remaining 1

Equipment Lease Specifications Sheet

Lease Number: 030-1801174-804
Lessee Name: ConAgra, Inc.
Lessee Address: One ConAgra Drive
Omaha, NE 68102
Attn: Sr. V.P. Finance

Rec. No. 17892

Equipment Description:
Number of Cars 1
Description Used 1968 Track Mobile, Model 7TM, s/n 7218
Manufacturer
Year Built 1968
Casualties None
Cars Remaining 1

Equipment Lease Specifications Sheet

Lease Number: 030-7719040-801
Lessee Name: National Starch and Chemical Company
Lessee Address: 10 FINDERNE AVENUE
BRIDGEWATER, NJ 08807
Attn: Stanley A. Filipiak

Rec. No. 19748

Equipment Description:
Number of Cars 10
Description 5125 cf Power-Flo Covered Hopper Railcars
Car Markings NLSX 1001-1010
Manufacturer Trinity Industries
Year Built 1995
Casualties none
Cars Remaining 10

Equipment Lease Specifications Sheet

Lease Number: 030-7719040-802
Lessee Name: National Starch and Chemical Company
Lessee Address: 10 Finderne Avenue
Bridgewater, NJ 08807
Attn: Stanley A. Filipiak

Rec. No. 19748

Equipment Description:
Number of Cars 15
Description 5125 cf Power-Flo Covered Hopper Railcars
Car Markings NLSX 1011-1025
Manufacturer Trinity Industries, Inc.
Year Built 1995
Casualties none
Cars Remaining 15

Equipment Lease Specifications Sheet

Lease Number: 030-7745847-801
Lessee Name: US Borax, Inc.
Lessee Address: 26877 Tourney Road
Valencia, CA 91380

Rec. No. 18847

Equipment Description:
Number of Cars 49
Description 4,750 cubic foot capacity covered hopper cars
Car Markings BORX 400001-28, 30, 101, 102, 104, 105, 107-115,
119, 122, 124-127, 129
Manufacturer Trinity Industries, Inc.
Year Built 1994
Casualties none
Cars Remaining 49

Equipment Lease Specifications Sheet

Lease Number: 030-7745847-804
Lessee Name: US Borax, Inc.
Lessee Address: 26877 Tourney Road
Valencia, CA 91380

Rec. No. 18847

Equipment Description:
Number of Cars 33
Description 4,750 cubic foot capacity covered hopper cars
Car Markings BORX 400032-36, 39-41, 47, 48, 52, 57, 58, 61, 62,
64-67, 75, 81, 84-86, 88, 89, 93, 98, 100, 134, 140,
144, 153
Manufacturer Trinity Industries, Inc.
Year Built 1994
Casualties none
Cars Remaining 33

Equipment Lease Specifications Sheet

Lease Number: 030-7745847-806
Lessee Name: US Borax, Inc.
Lessee Address: 26877 Tourney Road **Rec. No. 18847**
Valencia, CA 91380

Equipment Description:
Number of Cars 12
Description 4,750 cubic foot capacity covered hopper cars
Car Markings BORX 400043, 44, 45, 53, 54, 70, 71, 73, 74, 91, 96,
49
Manufacturer Trinity Industries, Inc.
Year Built 1994
Casualties none
Cars Remaining 12

Equipment Lease Specifications Sheet

Lease Number: 034-0056680-802
Lessee Name: Montell USA, Inc. (f/k/a Himont USA, Inc.)
Lessee Address: 3 Little Falls Centre **Rec. No. 15707**
2901 Centerville Road
Wilmington, DE 19808
Attn: Manager of Transportation & Equipment

Equipment Description:
Number of Units 74
Description 5700 cu. ft., covered rail hopper cars,
Car Markings HPIX 88102-123, 125-128, 130-133, 135-137, 139-
149, 152-154, 156, 158-161, 163-172, 175, 177, 180,
183-189, 194, 197
Manufacturer ACF, Inc.
Year Built 1988
Casualties none
Cars Remaining 74

Equipment Lease Specifications Sheet

Lease Number: 034-0056680-803
Lessee Name: Montell USA, Inc. (f/k/a Himont USA, Inc.)
Lessee Address: 3 Little Falls Centre **Rec. No. 15707**
2901 Centerville Road
Wilmington, DE 19808
Attn: Manager of Transportation & Equipment

Equipment Description:
Number of Units 26
Description 5700 cu. ft., covered rail hopper cars,
Car Markings HPIX 88101, 124, 129, 134, 138, 150, 151, 155, 157,
162, 173, 174, 176, 178, 179, 181, 182, 190-193, 195,
196, 198-200
Manufacturer ACF, Inc.
Year Built 1988
Casualties none
Cars Remaining 26

Equipment Lease Specifications Sheet

Lease Number: 034-0056680-805
Lessee Name: Montell USA, Inc. (f/k/a Himont USA, Inc.)
Lessee Address: 3 Little Falls Centre **Rec. No. 15707**
2901 Centerville Road
Wilmington, DE 19808
Attn: Manager of Transportation & Equipment

Equipment Description:
Number of Units 100
Description 5700 cu. ft., covered rail hopper cars,
Car Markings HPIX 88301-400
Manufacturer ACF, Inc.
Year Built 1988
Casualties none
Cars Remaining 100

Equipment Lease Specifications Sheet

Lease Number: 030-0045302-803
Lessee Name: BASF Corporation **Rec. No. 15620**
Lessee Address: 100 Cherry Hill Road
Parsippany, NJ 07054
Attn: Manager Rail & Marine Operations

Equipment Description:
Number of Cars 9
Description Tank Cars--23,834 Gallon Shell Capacity 108" I.D.
DOT 111A60ALW1 Aluminum Rail Road
Car Markings DBCX 472, 474-481
Manufacturer Trinity Industries, Inc.
Year Built 1988
Casualties none
Car Remaining 9

Equipment Lease Specifications Sheet

Lease Number: 030-0045302-804
Lessee Name: BASF Corporation **Rec. No. 15620**
Lessee Address: 100 Cherry Hill Road
Parsippany, NJ 07054
Attn: Manager Rail & Marine Operations

Equipment Description:
Number of Cars 10
Description Tank Cars--23,834 Gallon Shell Capacity 108" I.D.
DOT 111A60ALW1 Aluminum Rail Road
Car Markings DBCX 465, 466, 468, 470, 473, 482-486
Manufacturer Trinity Industries, Inc.
Year Built 1988
Casualties none
Cars Remaining 10

Equipment Lease Specifications Sheet

Lease Number: 030-0056135-805
Lessee Name: Rhone-Poulenc, Inc.
Lessee Address: 10810 Highway 75
Geismar, LA 70735

Rec. No. 17040

Equipment Description:
Number of Cars 7
Description Rail Tank Cars
Car Markings RPBX 17153, 156, 158-160, 165, 167
Manufacturer Trinity Industries, Inc.
Year Built 1990 (assumed new)
Casualties 1 (RPBX 17165)
Cars Remaining 6

Equipment Lease Specifications Sheet

Lease Number: 030-0063842-802
Lessee Name: San Manuel Arizona Railroad Company (sub of BHP)
BHP Copper Inc. (formerly Magna Copper Company)
(Indirect, wholly-owned subsidiary of Broken Hill
Proprietary Company Limited)
Lessee Address: 7400 North Oracle Road, Suite 200
Tucson, AZ 85704

Rec. No. 18055

Equipment Description:
Number of Cars 67
Description 13,946 Gallon Capacity Non-Coil and Non-Insulated
Railroad Tank Cars, DOT111A100W2
Car Markings PVCX 13300, 301, 303, 305, 307-314, 316-319, 321-
350, 354, 380, 383, 388, 391, 392, 394, 395, 397-409
Manufacturer Trinity Industries, Inc.
Year Built 1992
Casualties one (PVCX 13380)
Cars Remaining 66

Equipment Lease Specifications Sheet

Lease Number: 030-1801356-801
Lessee Name: Union Tank Car Company
Lessee Address: 111 West Jackson Blvd.
Chicago, Illinois 60604
Sublessee: Martin Gas Sales, Inc.

Rec. No. 18048

Equipment Description:
Number of Cars 60
Description 13,770 gallon insulated tank cars DOT 111A100W1
Car Markings MGSX 165-224
Manufacturer Union Tank Car Company
Year Built 1992
Casualties One (MGSX 209)
Cars Remaining 59

Equipment Lease Specifications Sheet

Lease Number: 030-7715030-801
Lessee Name: Minnesota Corn Processors
Lessee Address: 400 West Main Street, Suite 201
Marshall MN 56258

Rec. No. 18509

Equipment Description:
Number of Cars 65
Description New Trinity 17,574 Gallon Tank Railcars
Car Markings AMIX 200000-200064
Manufacturer Trinity
Year Built 1993
Casualties 2 cars (AMIX 200000, AMIX 200060)
Cars Remaining 63

Equipment Lease Specifications Sheet

Lease Number: 030-7715030-803
Lessee Name: Minnesota Corn Processors
Lessee Address: 901 North Highway 59
Marshall MN 56258

Rec. No. 18509

Equipment Description:
Number of Cars 25
Description 100 Ton Roller Bearing 30,000 Gallon NC/NI Tank Cars
with Handle Extension and Lifter Assister installed
Car Markings AMIX 300000-300024
Manufacturer ACF Industries
Year Built 1994
Casualties None
Cars Remaining 25

Equipment Lease Specifications Sheet

Lease Number: 030-7715030-806
Lessee Name: Minnesota Corn Processors
Lessee Address: 901 North Highway 59
Marshall MN 56258

Rec. No. 18509

Equipment Description:
Number of Cars 24
Description 17574 WG, 110-1/4 ID, C&I DOT111A100W3 Railroad
Tankcars
Car Markings SYRX 200086, 92-94, 96, 99, 102, 105-107, 109, 110,
112-114, 120, 124, 126, 130, 143, 144, 152, 153, 154
Manufacturer Trinity Industries, Inc.
Year Built 1994
Casualties None
Cars Remaining 24

Equipment Lease Specifications Sheet

Lease Number: 030-7746837-801
Lessee Name: Heublein, Inc.
Lessee Address: 16 Munson Road
Farmington, CT
Attn: General Counsel

Rec. No. 18929

Equipment Description:
Number of Cars 12
Description Stainless steel tank rail cars
Car Markings TIMX 026000-026011
Manufacturer Trinity Industries, Inc.
Year Built 1994
Casualties None
Cars Remaining 12

Equipment Lease Specifications Sheet

Lease Number: 030-0061366-801
Lessee Name: Solvay Polymers, Inc.
(f/k/a Soltex Polymer Corporation) **Rec. No. 16048**
Lessee Address: 3333 Richmond Avenue
Houston, Texas 77098
Attn: General Counsel

Equipment Description:
Number of Cars 75
Description 5800 cf center flow Covered Hopper Railcars
Car Markings ELTX 1600-74
Manufacturer ACF
Year Built 1988
Casualties none
Cars Remaining 75

Equipment Lease Specifications Sheet

Lease Number: 030-7746886-801
Lessee Name: Kansas City Southern Railway Company
Lessee Address: 114 West Eleventh Street
Kansas City, MO 64105-1804 **Rec. No. 19005**

Equipment Description:
Number of Cars 70
Description Thrall 100 Ton Coil Cars w/o Covers
Car Markings KCS 716000-716069
Manufacturer Thrall Car Manufacturing Company
Year Built 1994
Casualties None
Cars Remaining 70