12027-Q
B15

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973
(202) 393-2266

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

ROBERT W. ALVORD+
CHARLES T. KAPPLER
JOHN H. DOYLE#
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.#

+ALSO ADMITTED IN NEW YORK
#ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO 12027-Q FILED 1425

JAN 30 1990 -10 25 AM
INTERSTATE COMMERCE COMMISSION

January 30, 1990

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

0-030A032

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed copies of an Amendment No. 12 to Equipment Lease Agreement daterd as of January 15, 1990, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to an Equipment Lease Agreement dated as of July 1, 1980, which was duly filed and recorded on July 23, 1980 at 8:50 a.m. and assigned Recordation Number 12027. The Equipment Lease Agreement was subsequently amended, supplemented and restated by documents filed and recorded with the Commission and assigned Recordation Numbers 12027-A through 12027-P.

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

Lessor: United States Trust Company of New York, not in its individual capacity but solely as Trustee
45 Wall Street
New York, New York 10005

Lessee: XTRA Leasing, Inc.
60 State Street
Boston, Massachusetts 02109

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit 1 attached hereto and made a part hereof.

Complyd C.T. Kappler

The undersigned is agent for the Lessee named above for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters contained therein.

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D. C. 20006.

Also enclosed is a check in the amount of $15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

> Amendment No. 12 dated as of January 15, 1990 to Equipment Lease Agreement dated as of July 1, 1980, as amended, supplemented and restated, between United States Trust Company of New York, as Trustee, Lessor, and XTRA Leasing, Inc., Lessee, covering 100-ton 4,750 and 4,700 cubic foot capacity covered hopper cars.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

CTK/bvs

Enclosures

DESCRIPTION OF UNITS

100-TON 4,750 AND 4,700 CUBIC FOOT CAPACITY COVERED HOPPERS:

MANUFACTURER: RICHMOND TANK CAR COMPANY

NUMBER OF CARS: 500

IDENTIFYING MARKS:

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
ATLT	047046	ATLT	047047	ATLT	047173	ATLT	075959	ATLT	075961	ATLT	076000
ATLT	076014	ATLT	076183	CFWR	047004	CFWR	047005	CFWR	047006	CFWR	047007
CFWR	047008	CFWR	047009	CFWR	047010	CFWR	047013	CFWR	047016	CFWR	047017
CFWR	047019	CFWR	047021	CFWR	047022	CFWR	047025	CFWR	047026	CFWR	047028
CFWR	047030	CFWR	047032	CFWR	047036	CFWR	047037	CFWR	047039	CFWR	047040
CFWR	047041	CFWR	047043	CFWR	047044	CFWR	047049	CFWR	047053	CFWR	047054
CFWR	047059	CFWR	047061	CFWR	047065	CFWR	047066	CFWR	047070	CFWR	047074
CFWR	047075	CFWR	047077	CFWR	047080	CFWR	047081	CFWR	047084	CFWR	047088
CFWR	047089	CFWR	047090	CFWR	047091	CFWR	047094	CFWR	047097	CFWR	047098
CFWR	047099	CFWR	047100	CFWR	047101	CFWR	047102	CFWR	047103	CFWR	047104
CFWR	047110	CFWR	047113	CFWR	047115	CFWR	047116	CFWR	047120	CFWR	047125
CFWR	047126	CFWR	047127	CFWR	047128	CFWR	047129	CFWR	047133	CFWR	047135
CFWR	047142	CFWR	047144	CFWR	047145	CFWR	047148	CFWR	047151	CFWR	047155
CFWR	047157	CFWR	047158	CFWR	047162	CFWR	047164	CFWR	047165	CFWR	047167
CFWR	047168	CFWR	047174	CFWR	047175	CFWR	047176	CFWR	047180	CFWR	047182
CFWR	047184	CFWR	047185	CFWR	047188	CFWR	047189	CFWR	047190	CFWR	047192
CFWR	047194	CFWR	047197	CFWR	047199	CFWR	047251	CFWR	047269	CFWR	047270
CFWR	047275	CFWR	047276	CFWR	047283	CFWR	047303	CFWR	047304	CFWR	047305
CFWR	047306	CFWR	047309	CFWR	047311	CFWR	047315	CFWR	047320	CFWR	047321
CFWR	047322	CFWR	047324	CFWR	047326	CFWR	047327	CFWR	047329	CFWR	047334
CFWR	075958	CFWR	075960	CFWR	075965	CFWR	075966	CFWR	075967	CFWR	075969
CFWR	075970	CFWR	075972	CFWR	075973	CFWR	075976	CFWR	075978	CFWR	075979
CFWR	075980	CFWR	075981	CFWR	075982	CFWR	075983	CFWR	075985	CFWR	075987
CFWR	075988	CFWR	075989	CFWR	075992	CFWR	075993	CFWR	075994	CFWR	075995
CFWR	075996	CFWR	075997	CFWR	076001	CFWR	076002	CFWR	076003	CFWR	076004
CFWR	076005	CFWR	076006	CFWR	076007	CFWR	076008	CFWR	076010	CFWR	076011
CFWR	076013	CFWR	076015	CFWR	076017	CFWR	076018	CFWR	076020	CFWR	076022
CFWR	076023	CFWR	076024	CFWR	076026	CFWR	076027	CFWR	076029	CFWR	076030
CFWR	076032	CFWR	076033	CFWR	076034	CFWR	076036	CFWR	076037	CFWR	076038
CFWR	076040	CFWR	076041	CFWR	076042	CFWR	076043	CFWR	076045	CFWR	076046
CFWR	076047	CFWR	076048	CFWR	076049	CFWR	076050	CFWR	076051	CFWR	076052
CFWR	076053	CFWR	076054	CFWR	076055	CFWR	076056	CFWR	076057	CFWR	076058
CFWR	076059	CFWR	076060	CFWR	076061	CFWR	076062	CFWR	076063	CFWR	076064
CFWR	076065	CFWR	076066	CFWR	076067	CFWR	076068	CFWR	076069	CFWR	076070
CFWR	076072	CFWR	076073	CFWR	076074	CFWR	076075	CFWR	076077	CFWR	076078
CFWR	076079	CFWR	076080	CFWR	076081	CFWR	076082	CFWR	076088	CFWR	076089
CFWR	076090	CFWR	076091	CFWR	076099	CFWR	076102	CFWR	076112	CFWR	076119
CFWR	076121	CFWR	076123	CFWR	076136	CFWR	076139	CFWR	076140	CFWR	076143

MANUFACTURER RICHMOND TANK CAR

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
CFWR	076150	CFWR	076152	CFWR	076155	CFWR	076159	CFWR	076164	CFWR	076166
CFWR	076167	CFWR	076170	CFWR	076171	CFWR	076173	CFWR	076180	CFWR	076190
CFWR	076192	CFWR	076196	CFWR	076197	CFWR	076199	CFWR	076200	CFWR	076201
CFWR	076202	CFWR	076203	CFWR	076204	CFWR	076206	CFWR	076208	CFWR	076209
CFWR	076210	CFWR	076213	CFWR	076215	CFWR	076216	CFWR	076217	CFWR	076220
CFWR	076221	CFWR	076223	CFWR	076225	CFWR	076226	CFWR	076228	CFWR	076229
CFWR	076233	CFWR	076237	CFWR	076238	CFWR	076239	CFWR	076242	CFWR	076246
CFWR	076250	CFWR	076253	CFWR	076254	CFWR	076255	CFWR	076256	CFWR	076257
CFWR	076258	CFWR	076259	CFWR	076261	CFWR	076267	CFWR	076269	CFWR	076274
CFWR	076276	CFWR	076280	CFWR	076281	CFWR	076282	CFWR	076283	CFWR	076287
CFWR	076288	CFWR	076289	CFWR	076290	CFWR	076291	CFWR	076292	CFWR	076293
CFWR	076294	CFWR	076295	CFWR	076299	CFWR	076300	CFWR	076302	CFWR	076303
CFWR	076306	CFWR	076308	CFWR	076310	CFWR	076311	CFWR	076312	CFWR	076313
CFWR	076314	CFWR	076315	CFWR	076316	CFWR	076317	CFWR	076322	CFWR	076323
CFWR	076324	CFWR	076325	CFWR	076327	CFWR	076329	CFWR	076330	CFWR	076336
CFWR	076338	CFWR	076339	CFWR	076342	CFWR	076343	CFWR	076347	CFWR	076348
CFWR	076350	CFWR	076352	CFWR	076357	CFWR	076358	CFWR	076361	CFWR	076364
CFWR	076366	CFWR	076368	CFWR	076369	CFWR	076370	CFWR	076372	CFWR	076374
CFWR	076375	CFWR	076376	CFWR	076388	CFWR	076408	CFWR	076410	CFWR	076411
CFWR	076415	CFWR	076416	CFWR	076417	CFWR	076418	CFWR	076422	CFWR	076425
CFWR	076455	CFWR	076462	CFWR	076463	CFWR	076469	CFWR	076477	OTVR	047023
OTVR	047045	OTVR	047057	OTVR	047058	OTVR	047122	OTVR	047134	OTVR	047330
OTVR	075971	OTVR	075986	OTVR	076031	OTVR	076191	OTVR	076195	OTVR	076218
OTVR	076230	OTVR	076231	OTVR	076251	OTVR	076260	OTVR	076262	OTVR	076264
OTVR	076266	OTVR	076270	OTVR	076279	OTVR	076297	OTVR	076304	OTVR	076305
OTVR	076328	OTVR	076331	OTVR	076332	OTVR	076340	OTVR	076346	OTVR	076349
OTVR	076356	OTVR	076359	OTVR	076365	OTVR	076379	OTVR	076394	OTVR	076395
OTVR	076397	OTVR	076398	OTVR	076406	OTVR	076409	OTVR	076414	OTVR	076424
OTVR	076426	OTVR	076436	OTVR	076438	OTVR	076439	OTVR	076441	OTVR	076445
OTVR	076446	OTVR	076448	OTVR	076451	OTVR	076453	OTVR	076456	OTVR	076459
OTVR	076461	OTVR	076464	OTVR	076465	OTVR	076467	OTVR	076468	OTVR	076470
OTVR	076471	OTVR	076472	OTVR	076474	OTVR	076478	OTVR	076482	XTRX	047060
XTRX	047072	XTRX	047096	XTRX	047106	XTRX	047316	XTRX	075962	XTRX	075963
XTRX	075964	XTRX	075968	XTRX	075984	XTRX	075990	XTRX	075991	XTRX	075998
XTRX	076012	XTRX	076016	XTRX	076019	XTRX	076021	XTRX	076039	XTRX	076044
XTRX	076076	XTRX	076100	XTRX	076103	XTRX	076106	XTRX	076115	XTRX	076117
XTRX	076122	XTRX	076130	XTRX	076138	XTRX	076151	XTRX	076156	XTRX	076157
XTRX	076174	XTRX	076175	XTRX	076181	XTRX	076236	XTRX	076240	XTRX	076245
XTRX	076247	XTRX	076249	XTRX	076265	XTRX	076268	XTRX	076271	XTRX	076309
XTRX	076334	XTRX	076341	XTRX	076353	XTRX	076360	XTRX	076362	XTRX	076377
XTRX	076380	XTRX	076382	XTRX	076383	XTRX	076384	XTRX	076386	XTRX	076387
XTRX	076389	XTRX	076390	XTRX	076391	XTRX	076393	XTRX	076399	XTRX	076400
XTRX	076403	XTRX	076405	XTRX	076407	XTRX	076412	XTRX	076413	XTRX	076420
XTRX	076427	XTRX	076429	XTRX	076430	XTRX	076433	XTRX	076434	XTRX	076437
XTRX	076440	XTRX	076443	XTRX	076444	XTRX	076460	XTRX	076473	XTRX	076475
XTRX	076476	XTRX	076480								

PURCHASE AGREEMENT: LETTER ORDER OF ITEL CORPORATION, DATED NOVEMBER 30, 1978, ACCEPTED DECEMBER 11, 1978, BY RICHMOND TANK CAR COMPANY, AS AMENDED, AND AS ASSIGNED TO XTRA, INC. PURSUANT TO AN ASSIGNMENT, ASSUMPTION OF LIABILITIES AND RELEASE AGREEMENT, DATED AS OF OCTOBER 25, 1979, AMONG ITEL CORPORATION, XTRA, INC. AND RICHMOND TANK CAR COMPANY.

MANUFACTURER: PORTEC, INC.

NUMBER OF CARS: 397

IDENTIFYING MARKS:

MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .
ATLT	047210	ATLT	047279	ATLT	076778	CFWR	047202	CFWR	047204	CFWR	047205
CFWR	047206	CFWR	047208	CFWR	047213	CFWR	047215	CFWR	047216	CFWR	047217
CFWR	047218	CFWR	047219	CFWR	047220	CFWR	047223	CFWR	047224	CFWR	047226
CFWR	047227	CFWR	047229	CFWR	047230	CFWR	047236	CFWR	047240	CFWR	047241
CFWR	047243	CFWR	047248	CFWR	047253	CFWR	047254	CFWR	047255	CFWR	047265
CFWR	047268	CFWR	047285	CFWR	047286	CFWR	047287	CFWR	047289	CFWR	047290
CFWR	047292	CFWR	047294	CFWR	047297	CFWR	047300	CFWR	047301	CFWR	047302
CFWR	047307	CFWR	047308	CFWR	047335	CFWR	047336	CFWR	047337	CFWR	047338
CFWR	047341	CFWR	047343	CFWR	047344	CFWR	047345	CFWR	047346	CFWR	047347
CFWR	047348	CFWR	047349	CFWR	047351	CFWR	047352	CFWR	047355	CFWR	047357
CFWR	047359	CFWR	047360	CFWR	047363	CFWR	047371	CFWR	047383	CFWR	047384
CFWR	047387	CFWR	047388	CFWR	047391	CFWR	047392	CFWR	047398	CFWR	047399
CFWR	076578	CFWR	076579	CFWR	076582	CFWR	076586	CFWR	076589	CFWR	076590
CFWR	076591	CFWR	076607	CFWR	076609	CFWR	076618	CFWR	076621	CFWR	076624
CFWR	076634	CFWR	076638	CFWR	076650	CFWR	076652	CFWR	076655	CFWR	076662
CFWR	076666	CFWR	076667	CFWR	076669	CFWR	076680	CFWR	076681	CFWR	076685
CFWR	076686	CFWR	076687	CFWR	076738	CFWR	076745	CFWR	076748	CFWR	076754
CFWR	076756	CFWR	076759	CFWR	076760	CFWR	076761	CFWR	076766	CFWR	076772
CFWR	076779	CFWR	076780	CFWR	076783	CFWR	076784	CFWR	076785	CFWR	076786
CFWR	076787	CFWR	076788	CFWR	076789	CFWR	076790	CFWR	076792	CFWR	076793
CFWR	076794	CFWR	076795	CFWR	076796	CFWR	076797	CFWR	076799	CFWR	076801
CFWR	076803	CFWR	076804	CFWR	076805	CFWR	076807	CFWR	076809	CFWR	076810
CFWR	076812	CFWR	076814	CFWR	076815	CFWR	076817	CFWR	076818	CFWR	076819
CFWR	076820	CFWR	076821	CFWR	076822	CFWR	076823	CFWR	076824	CFWR	076825
CFWR	076826	CFWR	076827	CFWR	076830	CFWR	076831	CFWR	076832	CFWR	076833
CFWR	076834	CFWR	076835	CFWR	076836	CFWR	076837	CFWR	076838	CFWR	076839
CFWR	076840	CFWR	076844	CFWR	076849	CFWR	076854	CFWR	076858	CFWR	076863
CFWR	076864	CFWR	076867	CFWR	076870	CFWR	076871	CFWR	076875	CFWR	076879
CFWR	076880	CFWR	076881	CFWR	076882	CFWR	076883	CFWR	076884	CFWR	076885
CFWR	076889	CFWR	076891	CFWR	076893	CFWR	076894	CFWR	076897	CFWR	076898
CFWR	076899	CFWR	076901	CFWR	076905	CFWR	076906	CFWR	076907	CFWR	076908
CFWR	076909	CFWR	076910	CFWR	076912	CFWR	076919	CFWR	076921	CFWR	076925
CFWR	076929	CFWR	076930	CFWR	076931	CFWR	076936	CFWR	076958	CFWR	076961
CFWR	076965	CFWR	076968	CFWR	076970	CFWR	076973	CFWR	076975	CFWR	076976
CFWR	076977	CFWR	076981	CFWR	076982	OTVR	047200	OTVR	047242	OTVR	047245
OTVR	047267	OTVR	047390	OTVR	047394	OTVR	076583	OTVR	076584	OTVR	076585
OTVR	076587	OTVR	076592	OTVR	076693	OTVR	076694	OTVR	076695	OTVR	076696
OTVR	076697	OTVR	076699	OTVR	076700	OTVR	076704	OTVR	076705	OTVR	076706
OTVR	076707	OTVR	076708	OTVR	076712	OTVR	076713	OTVR	076714	OTVR	076715
OTVR	076717	OTVR	076719	OTVR	076720	OTVR	076722	OTVR	076724	OTVR	076727
OTVR	076729	OTVR	076730	OTVR	076731	OTVR	076736	OTVR	076742	OTVR	076743
OTVR	076746	OTVR	076758	OTVR	076767	OTVR	076768	OTVR	076769	OTVR	076770
OTVR	076775	OTVR	076776	OTVR	076777	OTVR	076781	OTVR	076782	OTVR	076798
OTVR	076800	OTVR	076802	OTVR	076829	OTVR	076888	OTVR	076892	OTVR	076895
OTVR	076896	OTVR	076902	OTVR	076903	OTVR	076911	OTVR	076916	OTVR	076917

MANUFACTURER PORTEC, INC

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
OTVR	076918	OTVR	076920	OTVR	076922	OTVR	076932	OTVR	076934	OTVR	076935
OTVR	076938	OTVR	076939	OTVR	076940	OTVR	076942	OTVR	076943	OTVR	076944
OTVR	076945	OTVR	076946	OTVR	076947	OTVR	076949	OTVR	076950	OTVR	076951
OTVR	076952	OTVR	076953	OTVR	076954	OTVR	076955	OTVR	076956	OTVR	076957
OTVR	076959	OTVR	076960	OTVR	076963	OTVR	076964	OTVR	076966	OTVR	076969
XTRX	047203	XTRX	047235	XTRX	047239	XTRX	047252	XTRX	047258	XTRX	047260
XTRX	047296	XTRX	047339	XTRX	047353	XTRX	047361	XTRX	076580	XTRX	076594
XTRX	076606	XTRX	076611	XTRX	076616	XTRX	076620	XTRX	076622	XTRX	076625
XTRX	076630	XTRX	076632	XTRX	076637	XTRX	076641	XTRX	076643	XTRX	076646
XTRX	076647	XTRX	076648	XTRX	076649	XTRX	076654	XTRX	076656	XTRX	076658
XTRX	076659	XTRX	076663	XTRX	076671	XTRX	076683	XTRX	076688	XTRX	076692
XTRX	076698	XTRX	076701	XTRX	076702	XTRX	076703	XTRX	076709	XTRX	076710
XTRX	076711	XTRX	076716	XTRX	076718	XTRX	076721	XTRX	076723	XTRX	076725
XTRX	076726	XTRX	076728	XTRX	076732	XTRX	076733	XTRX	076734	XTRX	076735
XTRX	076747	XTRX	076750	XTRX	076752	XTRX	076755	XTRX	076763	XTRX	076806
XTRX	076808	XTRX	076811	XTRX	076816	XTRX	076847	XTRX	076851	XTRX	076855
XTRX	076859	XTRX	076860	XTRX	076861	XTRX	076862	XTRX	076865	XTRX	076866
XTRX	076868	XTRX	076869	XTRX	076872	XTRX	076873	XTRX	076874	XTRX	076876
XTRX	076877	XTRX	076878	XTRX	076886	XTRX	076887	XTRX	076890	XTRX	076900
XTRX	076904	XTRX	076913	XTRX	076914	XTRX	076915	XTRX	076923	XTRX	076924
XTRX	076926	XTRX	076927	XTRX	076928	XTRX	076933	XTRX	076937	XTRX	076941
XTRX	076971										

PURCHASE AGREEMENT: XTRA, INC. EQUIPMENT PURCHASE ORDER E-2064, DATED NOVEMBER 3, 1979, ACCEPTED NOVEMBER 3, 1979 BY RAILCAR DIVISION OF PORTEC, INC.

MANUFACTURER: FMC CORPORATION
MARINE AND RAIL EQUIPMENT DIVISION

NUMBER OF CARS: 86

IDENTIFYING MARKS:

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
ATLT	077025	ATLT	077061	CFWR	076983	CFWR	076985	CFWR	076986	CFWR	076988
CFWR	076989	CFWR	076992	CFWR	076994	CFWR	076997	CFWR	076999	CFWR	077010
CFWR	077013	CFWR	077014	CFWR	077015	CFWR	077017	CFWR	077018	CFWR	077021
CFWR	077023	CFWR	077026	CFWR	077027	CFWR	077031	CFWR	077032	CFWR	077033
CFWR	077035	CFWR	077037	CFWR	077038	CFWR	077040	CFWR	077041	CFWR	077042
CFWR	077046	CFWR	077047	CFWR	077048	CFWR	077049	CFWR	077050	CFWR	077052
CFWR	077055	CFWR	077056	CFWR	077057	CFWR	077058	CFWR	077059	CFWR	077060
CFWR	077062	CFWR	077063	CFWR	077064	CFWR	077065	CFWR	077067	CFWR	077068
CFWR	077070	CFWR	077071	CFWR	077072	CFWR	077073	CFWR	077075	CFWR	077077
CFWR	077078	CFWR	077080	CFWR	077081	CFWR	077082	OTVR	076984	OTVR	076998
OTVR	077012	OTVR	077030	OTVR	077034	OTVR	077036	OTVR	077044	OTVR	077053
OTVR	077054	OTVR	077074	OTVR	077076	XTRX	076987	XTRX	076990	XTRX	076991
XTRX	076993	XTRX	076996	XTRX	077011	XTRX	077016	XTRX	077019	XTRX	077022
XTRX	077028	XTRX	077039	XTRX	077043	XTRX	077045	XTRX	077051	XTRX	077066
XTRX	077069	XTRX	077079								

PURCHASE AGREEMENT: XTRA, INC. PURCHASE ORDER E-2098, DATED JUNE 5, 1980 ACCEPTED JULY 11, 1980, BY MARINE AND RAIL EQUIPMENT DIVISION OF FMC COR.

Interstate Commerce Commission

Washington, D.C. 20423

1/30/90

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington,D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/30/90 at 10:25am, and assigned recordation number(s). 12027-Q & 12867-I

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO 13022-B
FILED 1425
JAN 30 1990 -10 25 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 12 TO EQUIPMENT LEASE AGREEMENT

This AMENDMENT NO. 12 TO EQUIPMENT LEASE AGREEMENT, dated as of January 15, 1990, amending the Equipment Lease Agreement, dated as of July 1, 1980, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980, and by Amendment No. 2 to Equipment Lease Agreement, dated as of July 1, 1980, and as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981, and as further amended by Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981, by Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982, by Amendment No. 6 to Equipment Lease Agreement, dated as of January 2, 1984, by Amendment No. 7 to Equipment Lease Agreement, dated as of January 14, 1985, by Amendment No. 8 to Equipment Lease Agreement, dated as of January 15, 1986, by Amendment No. 9 to Equipment Lease Agreement, dated as of January 12, 1987, by Amendment No. 10 to Equipment Lease Agreement, dated as of January 25, 1988 and by Amendment No. 11 to Equipment Lease Agreement, dated as of March 1, 1989 (the Original Lease as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA Leasing, Inc., a Delaware corporation (the "Lessee"), and United States Trust Company of New York, a New York corporation, not in its individual capacity but solely as Trustee (the "Lessor"), under an Amended Trust Agreement, dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Capital Corporation and said United States Trust Company of New York.

W I T N E S S E T H:

WHEREAS, in order to operate and to sublease certain covered hopper cars, it is necessary that Lessee change the identifying marks on various of the covered hopper cars subject to the provisions of the Lease; and

WHEREAS, in compliance with paragraph (b) of Section 8 of the Lease, the Lessee seeks to file with the Interstate Commerce Commission a statement of the new identifying marks on various of the Units (as defined in the Lease);

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Lessor and the Lessee hereby agree that Schedule A of the Lease is amended to read in its entirety as set forth in Exhibit 1 hereto.

To the extent, if any, that this Amendment No. 12 to Equipment Lease Agreement or the Lease, as amended, hereby 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 Amendment No. 12 to Equipment Lease Agreement or the Lease, as amended, hereby may be created through the transfer or possession of any counterpart of this Amendment No. 12 to Equipment Lease Agreement or the Lease, other than the original executed counterpart hereof, which shall be identified as the counterpart containing the receipt therefore executed by the Loan Trustee (as defined in the Lease) on the signature page hereof.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 12 to Equipment Lease Agreement to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES TRUST COMPANY OF NEW YORK, not in its individual capacity but solely as Trustee as aforesaid

[Corporate Seal]

By: M. F. Facendola
Title: ASSISTANT VICE PRESIDENT

Attest: M Ciamelewski
Title: ASSISTANT SECRETARY

XTRA Leasing, Inc.

[Corporate Seal]

By: Michael J. Soja
Title: Vice President
Finance and Administration

Attest: Dennis J. Baker
Title: Asst. Secretary

Pursuant to paragraph (b) of Section 19 of the Lease, Bankers Trust Company, as Loan Trustee under an Indenture, Chattel Mortgage and Security Agreement, dated as of February 2, 1981, between said Loan Trustee and the Lessor, does hereby consent to this Amendment No. 12 to Equipment Lease Agreement, dated as of January 15, 1990.

Bankers Trust Company, as
Loan Trustee

By: [illegible]
Title: ASSISTANT SECRETARY

STATE OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

On this 18th day of January, 1990, before me personally appeared Michael F. Sosa to me personally known, who, being by me duly sworn, says that he is the Vice President of XTRA Leasing, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

Marion F. Ewell
Notary Public

[Notarial Seal]

My commission expires: August 7, 1992

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 22nd day of January, 1990, before me personally appeared GERARD F. FACENDOLA to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert E. Patterson III
Notary Public

[Notarial Seal]

ROBERT EARLY PATTERSON III
NOTARY PUBLIC, State of New York
No. 4784543
Qualified in Suffolk County
Commission Expires October 31, 1991

My commission expires: 10/31/91

SCHEDULE A
EQUIPMENT LEASE
AGREEMENT

EXHIBIT 1

DESCRIPTION OF UNITS

100-TON 4,750 AND 4,700 CUBIC FOOT CAPACITY COVERED HOPPERS:

MANUFACTURER: RICHMOND TANK CAR COMPANY

NUMBER OF CARS: 500

IDENTIFYING MARKS:

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
ATLT	047046	ATLT	047047	ATLT	047173	ATLT	075959	ATLT	075961	ATLT	076000
ATLT	076014	ATLT	076183	CFWR	047004	CFWR	047005	CFWR	047006	CFWR	047007
CFWR	047008	CFWR	047009	CFWR	047010	CFWR	047013	CFWR	047016	CFWR	047017
CFWR	047019	CFWR	047021	CFWR	047022	CFWR	047025	CFWR	047026	CFWR	047028
CFWR	047030	CFWR	047032	CFWR	047036	CFWR	047037	CFWR	047039	CFWR	047040
CFWR	047041	CFWR	047043	CFWR	047044	CFWR	047049	CFWR	047053	CFWR	047054
CFWR	047059	CFWR	047061	CFWR	047065	CFWR	047066	CFWR	047070	CFWR	047074
CFWR	047075	CFWR	047077	CFWR	047080	CFWR	047081	CFWR	047084	CFWR	047088
CFWR	047089	CFWR	047090	CFWR	047091	CFWR	047094	CFWR	047097	CFWR	047098
CFWR	047099	CFWR	047100	CFWR	047101	CFWR	047102	CFWR	047103	CFWR	047104
CFWR	047110	CFWR	047113	CFWR	047115	CFWR	047116	CFWR	047120	CFWR	047125
CFWR	047126	CFWR	047127	CFWR	047128	CFWR	047129	CFWR	047133	CFWR	047135
CFWR	047142	CFWR	047144	CFWR	047145	CFWR	047148	CFWR	047151	CFWR	047155
CFWR	047157	CFWR	047158	CFWR	047162	CFWR	047164	CFWR	047165	CFWR	047167
CFWR	047168	CFWR	047174	CFWR	047175	CFWR	047176	CFWR	047180	CFWR	047182
CFWR	047184	CFWR	047185	CFWR	047188	CFWR	047189	CFWR	047190	CFWR	047192
CFWR	047194	CFWR	047197	CFWR	047199	CFWR	047251	CFWR	047269	CFWR	047270
CFWR	047275	CFWR	047276	CFWR	047283	CFWR	047303	CFWR	047304	CFWR	047305
CFWR	047306	CFWR	047309	CFWR	047311	CFWR	047315	CFWR	047320	CFWR	047321
CFWR	047322	CFWR	047324	CFWR	047326	CFWR	047327	CFWR	047329	CFWR	047334
CFWR	075958	CFWR	075960	CFWR	075965	CFWR	075966	CFWR	075967	CFWR	075969
CFWR	075970	CFWR	075972	CFWR	075973	CFWR	075976	CFWR	075978	CFWR	075979
CFWR	075980	CFWR	075981	CFWR	075982	CFWR	075983	CFWR	075985	CFWR	075987
CFWR	075988	CFWR	075989	CFWR	075992	CFWR	075993	CFWR	075994	CFWR	075995
CFWR	075996	CFWR	075997	CFWR	076001	CFWR	076002	CFWR	076003	CFWR	076004
CFWR	076005	CFWR	076006	CFWR	076007	CFWR	076008	CFWR	076010	CFWR	076011
CFWR	076013	CFWR	076015	CFWR	076017	CFWR	076018	CFWR	076020	CFWR	076022
CFWR	076023	CFWR	076024	CFWR	076026	CFWR	076027	CFWR	076029	CFWR	076030
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CFWR	076072	CFWR	076073	CFWR	076074	CFWR	076075	CFWR	076077	CFWR	076078
CFWR	076079	CFWR	076080	CFWR	076081	CFWR	076082	CFWR	076088	CFWR	076089
CFWR	076090	CFWR	076091	CFWR	076099	CFWR	076102	CFWR	076112	CFWR	076119
CFWR	076121	CFWR	076123	CFWR	076136	CFWR	076139	CFWR	076140	CFWR	076143

MANUFACTURER RICHMOND TANK CAR

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
CFWR	076150	CFWR	076152	CFWR	076155	CFWR	076159	CFWR	076164	CFWR	076166
CFWR	076167	CFWR	076170	CFWR	076171	CFWR	076173	CFWR	076180	CFWR	076190
CFWR	076192	CFWR	076196	CFWR	076197	CFWR	076199	CFWR	076200	CFWR	076201
CFWR	076202	CFWR	076203	CFWR	076204	CFWR	076206	CFWR	076208	CFWR	076209
CFWR	076210	CFWR	076213	CFWR	076215	CFWR	076216	CFWR	076217	CFWR	076220
CFWR	076221	CFWR	076223	CFWR	076225	CFWR	076226	CFWR	076228	CFWR	076229
CFWR	076233	CFWR	076237	CFWR	076238	CFWR	076239	CFWR	076242	CFWR	076246
CFWR	076250	CFWR	076253	CFWR	076254	CFWR	076255	CFWR	076256	CFWR	076257
CFWR	076258	CFWR	076259	CFWR	076261	CFWR	076267	CFWR	076269	CFWR	076274
CFWR	076276	CFWR	076280	CFWR	076281	CFWR	076282	CFWR	076283	CFWR	076287
CFWR	076288	CFWR	076289	CFWR	076290	CFWR	076291	CFWR	076292	CFWR	076293
CFWR	076294	CFWR	076295	CFWR	076299	CFWR	076300	CFWR	076302	CFWR	076303
CFWR	076306	CFWR	076308	CFWR	076310	CFWR	076311	CFWR	076312	CFWR	076313
CFWR	076314	CFWR	076315	CFWR	076316	CFWR	076317	CFWR	076322	CFWR	076323
CFWR	076324	CFWR	076325	CFWR	076327	CFWR	076329	CFWR	076330	CFWR	076336
CFWR	076338	CFWR	076339	CFWR	076342	CFWR	076343	CFWR	076347	CFWR	076348
CFWR	076350	CFWR	076352	CFWR	076357	CFWR	076358	CFWR	076361	CFWR	076364
CFWR	076366	CFWR	076368	CFWR	076369	CFWR	076370	CFWR	076372	CFWR	076374
CFWR	076375	CFWR	076376	CFWR	076388	CFWR	076408	CFWR	076410	CFWR	076411
CFWR	076415	CFWR	076416	CFWR	076417	CFWR	076418	CFWR	076422	CFWR	076425
CFWR	076455	CFWR	076462	CFWR	076463	CFWR	076469	CFWR	076477	OTVR	047023
OTVR	047045	OTVR	047057	OTVR	047058	OTVR	047122	OTVR	047134	OTVR	047330
OTVR	075971	OTVR	075986	OTVR	076031	OTVR	076191	OTVR	076195	OTVR	076218
OTVR	076230	OTVR	076231	OTVR	076251	OTVR	076260	OTVR	076262	OTVR	076264
OTVR	076266	OTVR	076270	OTVR	076279	OTVR	076297	OTVR	076304	OTVR	076305
OTVR	076328	OTVR	076331	OTVR	076332	OTVR	076340	OTVR	076346	OTVR	076349
OTVR	076356	OTVR	076359	OTVR	076365	OTVR	076379	OTVR	076394	OTVR	076395
OTVR	076397	OTVR	076398	OTVR	076406	OTVR	076409	OTVR	076414	OTVR	076424
OTVR	076426	OTVR	076436	OTVR	076438	OTVR	076439	OTVR	076441	OTVR	076445
OTVR	076446	OTVR	076448	OTVR	076451	OTVR	076453	OTVR	076456	OTVR	076459
OTVR	076461	OTVR	076464	OTVR	076465	OTVR	076467	OTVR	076468	OTVR	076470
OTVR	076471	OTVR	076472	OTVR	076474	OTVR	076478	OTVR	076482	XTRX	047060
XTRX	047072	XTRX	047096	XTRX	047106	XTRX	047316	XTRX	075962	XTRX	075963
XTRX	075964	XTRX	075968	XTRX	075984	XTRX	075990	XTRX	075991	XTRX	075998
XTRX	076012	XTRX	076016	XTRX	076019	XTRX	076021	XTRX	076039	XTRX	076044
XTRX	076076	XTRX	076100	XTRX	076103	XTRX	076106	XTRX	076115	XTRX	076117
XTRX	076122	XTRX	076130	XTRX	076138	XTRX	076151	XTRX	076156	XTRX	076157
XTRX	076174	XTRX	076175	XTRX	076181	XTRX	076236	XTRX	076240	XTRX	076245
XTRX	076247	XTRX	076249	XTRX	076265	XTRX	076268	XTRX	076271	XTRX	076309
XTRX	076334	XTRX	076341	XTRX	076353	XTRX	076360	XTRX	076362	XTRX	076377
XTRX	076380	XTRX	076382	XTRX	076383	XTRX	076384	XTRX	076386	XTRX	076387
XTRX	076389	XTRX	076390	XTRX	076391	XTRX	076393	XTRX	076399	XTRX	076400
XTRX	076403	XTRX	076405	XTRX	076407	XTRX	076412	XTRX	076413	XTRX	076420
XTRX	076427	XTRX	076429	XTRX	076430	XTRX	076433	XTRX	076434	XTRX	076437
XTRX	076440	XTRX	076443	XTRX	076444	XTRX	076460	XTRX	076473	XTRX	076475
XTRX	076476	XTRX	076480								

PURCHASE AGREEMENT: LETTER ORDER OF ITEL CORPORATION, DATED NOVEMBER 30, 1978, ACCEPTED DECEMBER 11, 1978, BY RICHMOND TANK CAR COMPANY, AS AMENDED, AND AS ASSIGNED TO XTRA, INC. PURSUANT TO AN ASSIGNMENT, ASSUMPTION OF LIABILITIES AND RELEASE AGREEMENT, DATED AS OF OCTOBER 25, 1979, AMONG ITEL CORPORATION, XTRA, INC. AND RICHMOND TANK CAR COMPANY.

MANUFACTURER: PORTEC, INC.

NUMBER OF CARS: 397

IDENTIFYING MARKS:

MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .	MARK.	UNIT .
ATLT	047210	ATLT	047279	ATLT	076778	CFWR	047202	CFWR	047204	CFWR	047205
CFWR	047206	CFWR	047208	CFWR	047213	CFWR	047215	CFWR	047216	CFWR	047217
CFWR	047218	CFWR	047219	CFWR	047220	CFWR	047223	CFWR	047224	CFWR	047226
CFWR	047227	CFWR	047229	CFWR	047230	CFWR	047236	CFWR	047240	CFWR	047241
CFWR	047243	CFWR	047248	CFWR	047253	CFWR	047254	CFWR	047255	CFWR	047265
CFWR	047268	CFWR	047285	CFWR	047286	CFWR	047287	CFWR	047289	CFWR	047290
CFWR	047292	CFWR	047294	CFWR	047297	CFWR	047300	CFWR	047301	CFWR	047302
CFWR	047307	CFWR	047308	CFWR	047335	CFWR	047336	CFWR	047337	CFWR	047338
CFWR	047341	CFWR	047343	CFWR	047344	CFWR	047345	CFWR	047346	CFWR	047347
CFWR	047348	CFWR	047349	CFWR	047351	CFWR	047352	CFWR	047355	CFWR	047357
CFWR	047359	CFWR	047360	CFWR	047363	CFWR	047371	CFWR	047383	CFWR	047384
CFWR	047387	CFWR	047388	CFWR	047391	CFWR	047392	CFWR	047398	CFWR	047399
CFWR	076578	CFWR	076579	CFWR	076582	CFWR	076586	CFWR	076589	CFWR	076590
CFWR	076591	CFWR	076607	CFWR	076609	CFWR	076618	CFWR	076621	CFWR	076624
CFWR	076634	CFWR	076638	CFWR	076650	CFWR	076652	CFWR	076655	CFWR	076662
CFWR	076666	CFWR	076667	CFWR	076669	CFWR	076680	CFWR	076681	CFWR	076685
CFWR	076686	CFWR	076687	CFWR	076738	CFWR	076745	CFWR	076748	CFWR	076754
CFWR	076756	CFWR	076759	CFWR	076760	CFWR	076761	CFWR	076766	CFWR	076772
CFWR	076779	CFWR	076780	CFWR	076783	CFWR	076784	CFWR	076785	CFWR	076786
CFWR	076787	CFWR	076788	CFWR	076789	CFWR	076790	CFWR	076792	CFWR	076793
CFWR	076794	CFWR	076795	CFWR	076796	CFWR	076797	CFWR	076799	CFWR	076801
CFWR	076803	CFWR	076804	CFWR	076805	CFWR	076807	CFWR	076809	CFWR	076810
CFWR	076812	CFWR	076814	CFWR	076815	CFWR	076817	CFWR	076818	CFWR	076819
CFWR	076820	CFWR	076821	CFWR	076822	CFWR	076823	CFWR	076824	CFWR	076825
CFWR	076826	CFWR	076827	CFWR	076830	CFWR	076831	CFWR	076832	CFWR	076833
CFWR	076834	CFWR	076835	CFWR	076836	CFWR	076837	CFWR	076838	CFWR	076839
CFWR	076840	CFWR	076844	CFWR	076849	CFWR	076854	CFWR	076858	CFWR	076863
CFWR	076864	CFWR	076867	CFWR	076870	CFWR	076871	CFWR	076875	CFWR	076879
CFWR	076880	CFWR	076881	CFWR	076882	CFWR	076883	CFWR	076884	CFWR	076885
CFWR	076889	CFWR	076891	CFWR	076893	CFWR	076894	CFWR	076897	CFWR	076898
CFWR	076899	CFWR	076901	CFWR	076905	CFWR	076906	CFWR	076907	CFWR	076908
CFWR	076909	CFWR	076910	CFWR	076912	CFWR	076919	CFWR	076921	CFWR	076925
CFWR	076929	CFWR	076930	CFWR	076931	CFWR	076936	CFWR	076958	CFWR	076961
CFWR	076965	CFWR	076968	CFWR	076970	CFWR	076973	CFWR	076975	CFWR	076976
CFWR	076977	CFWR	076981	CFWR	076982	OTVR	047200	OTVR	047242	OTVR	047245
OTVR	047267	OTVR	047390	OTVR	047394	OTVR	076583	OTVR	076584	OTVR	076585
OTVR	076587	OTVR	076592	OTVR	076693	OTVR	076694	OTVR	076695	OTVR	076696
OTVR	076697	OTVR	076699	OTVR	076700	OTVR	076704	OTVR	076705	OTVR	076706
OTVR	076707	OTVR	076708	OTVR	076712	OTVR	076713	OTVR	076714	OTVR	076715
OTVR	076717	OTVR	076719	OTVR	076720	OTVR	076722	OTVR	076724	OTVR	076727
OTVR	076729	OTVR	076730	OTVR	076731	OTVR	076736	OTVR	076742	OTVR	076743
OTVR	076746	OTVR	076758	OTVR	076767	OTVR	076768	OTVR	076769	OTVR	076770
OTVR	076775	OTVR	076776	OTVR	076777	OTVR	076781	OTVR	076782	OTVR	076798
OTVR	076800	OTVR	076802	OTVR	076829	OTVR	076888	OTVR	076892	OTVR	076895
OTVR	076896	OTVR	076902	OTVR	076903	OTVR	076911	OTVR	076916	OTVR	076917

MANUFACTURER PORTEC, INC

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
OTVR	076918	OTVR	076920	OTVR	076922	OTVR	076932	OTVR	076934	OTVR	076935
OTVR	076938	OTVR	076939	OTVR	076940	OTVR	076942	OTVR	076943	OTVR	076944
OTVR	076945	OTVR	076946	OTVR	076947	OTVR	076949	OTVR	076950	OTVR	076951
OTVR	076952	OTVR	076953	OTVR	076954	OTVR	076955	OTVR	076956	OTVR	076957
OTVR	076959	OTVR	076960	OTVR	076963	OTVR	076964	OTVR	076966	OTVR	076969
XTRX	047203	XTRX	047235	XTRX	047239	XTRX	047252	XTRX	047258	XTRX	047260
XTRX	047296	XTRX	047339	XTRX	047353	XTRX	047361	XTRX	076580	XTRX	076594
XTRX	076606	XTRX	076611	XTRX	076616	XTRX	076620	XTRX	076622	XTRX	076625
XTRX	076630	XTRX	076632	XTRX	076637	XTRX	076641	XTRX	076643	XTRX	076646
XTRX	076647	XTRX	076648	XTRX	076649	XTRX	076654	XTRX	076656	XTRX	076658
XTRX	076659	XTRX	076663	XTRX	076671	XTRX	076683	XTRX	076688	XTRX	076692
XTRX	076698	XTRX	076701	XTRX	076702	XTRX	076703	XTRX	076709	XTRX	076710
XTRX	076711	XTRX	076716	XTRX	076718	XTRX	076721	XTRX	076723	XTRX	076725
XTRX	076726	XTRX	076728	XTRX	076732	XTRX	076733	XTRX	076734	XTRX	076735
XTRX	076747	XTRX	076750	XTRX	076752	XTRX	076755	XTRX	076763	XTRX	076806
XTRX	076808	XTRX	076811	XTRX	076816	XTRX	076847	XTRX	076851	XTRX	076855
XTRX	076859	XTRX	076860	XTRX	076861	XTRX	076862	XTRX	076865	XTRX	076866
XTRX	076868	XTRX	076869	XTRX	076872	XTRX	076873	XTRX	076874	XTRX	076876
XTRX	076877	XTRX	076878	XTRX	076886	XTRX	076887	XTRX	076890	XTRX	076900
XTRX	076904	XTRX	076913	XTRX	076914	XTRX	076915	XTRX	076923	XTRX	076924
XTRX	076926	XTRX	076927	XTRX	076928	XTRX	076933	XTRX	076937	XTRX	076941
XTRX	076971										

PURCHASE AGREEMENT: XTRA, INC. EQUIPMENT PURCHASE ORDER E-2064, DATED NOVEMBER 3, 1979, ACCEPTED NOVEMBER 3, 1979 BY RAILCAR DIVISION OF PORTEC, INC.

MANUFACTURER: FMC CORPORATION
MARINE AND RAIL EQUIPMENT DIVISION

NUMBER OF CARS: 86

IDENTIFYING MARKS:

MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT	MARK.	UNIT
ATLT	077025	ATLT	077061	CFWR	076983	CFWR	076985	CFWR	076986	CFWR	076988
CFWR	076989	CFWR	076992	CFWR	076994	CFWR	076997	CFWR	076999	CFWR	077010
CFWR	077013	CFWR	077014	CFWR	077015	CFWR	077017	CFWR	077018	CFWR	077021
CFWR	077023	CFWR	077026	CFWR	077027	CFWR	077031	CFWR	077032	CFWR	077033
CFWR	077035	CFWR	077037	CFWR	077038	CFWR	077040	CFWR	077041	CFWR	077042
CFWR	077046	CFWR	077047	CFWR	077048	CFWR	077049	CFWR	077050	CFWR	077052
CFWR	077055	CFWR	077056	CFWR	077057	CFWR	077058	CFWR	077059	CFWR	077060
CFWR	077062	CFWR	077063	CFWR	077064	CFWR	077065	CFWR	077067	CFWR	077068
CFWR	077070	CFWR	077071	CFWR	077072	CFWR	077073	CFWR	077075	CFWR	077077
CFWR	077078	CFWR	077080	CFWR	077081	CFWR	077082	OTVR	076984	OTVR	076998
OTVR	077012	OTVR	077030	OTVR	077034	OTVR	077036	OTVR	077044	OTVR	077053
OTVR	077054	OTVR	077074	OTVR	077076	XTRX	076987	XTRX	076990	XTRX	076991
XTRX	076993	XTRX	076996	XTRX	077011	XTRX	077016	XTRX	077019	XTRX	077022
XTRX	077028	XTRX	077039	XTRX	077043	XTRX	077045	XTRX	077051	XTRX	077066
XTRX	077069	XTRX	077079								

PURCHASE AGREEMENT: XTRA, INC. PURCHASE ORDER E-2098, DATED JUNE 5, 1980 ACCEPTED JULY 11, 1980, BY MARINE AND RAIL EQUIPMENT DIVISION OF FMC CORP