

CRAVATH, SWAINE & MOORE

ALLEN F MAULSBY
STEWART R BROSS JR
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
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JAMES M EDWARDS
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DAVID L SCHWARTZ
RICHARD J HIEGEL
FREDERICK A O SCHWARZ, JR
CHRISTINE BESHAR
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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
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PAUL C SAUNDERS
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JOSEPH A MULLINS
MAX R SHULMAN
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KRIS F HEINZELMAN
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DANIEL L 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

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

TELEPHONE (212) 474-1000
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WRITER'S DIRECT DIAL NUMBER

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

0-338A081

RECORDATION NO. 16514-F FILED 145

DEC 4 1990 12:00 PM

INTERSTATE COMMERCE COMMISSION

\$15.00 filing fee
December 3, 1990

Amendment Agreement No. 4 Dated as of November 1, 1990
Amending Conditional Sale Agreement
Filed under Recordation No. 16514 and
Lease of Railroad Equipment Filed Under
Recordation No. 16514-A

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 Amoco Chemical Company for filing and recordation counterparts of the following document:

Amendment Agreement No. 4 dated as of November 1, 1990, among Mercantile-Safe Deposit and Trust Company, as Agent, Amoco Chemical Company, as Lessee, and The Connecticut National Bank, as Trustee.

Amendment Agreement No. 4 amends the Conditional Sale Agreement and Lease of Railroad Equipment each dated as of August 1, 1989, previously filed and recorded with the Interstate Commerce Commission on September 13, 1989, at 2:30 p.m., Recordation No. 16514 and 16514-A, respectively.

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 16514-F.

DEC 4 11 55 AM '90
MOTOR VEHICLE DIVISION
RECORDING UNIT

this one is - 16514-F

Amoco Chemical Co. v. Strickland



Enclosed is a check for \$15 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

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 document be delivered to the bearer of this letter.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
as Agent for
Amoco Chemical Company

Sidney L. Strickland, Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

Interstate Commerce Commission
Washington, D.C. 20423

12/4/90

OFFICE OF THE SECRETARY

Laurence V. Goodrich
Cravath Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, N.Y. 10019

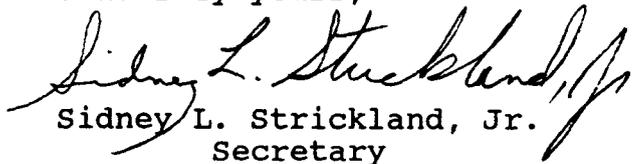
Dear

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 12/4/90 at 12:00pm, and assigned recordation number(s).

16514-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16514-F
RECORDATION NO. FILED IN
DEC 4 1990 - 12:00 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 4
("Amendment") dated as of November 1,
1990, among AMOCO CHEMICAL COMPANY, a
Delaware corporation ("Lessee"),
MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, a Maryland Corporation
("Agent"), and THE CONNECTICUT NATIONAL
BANK, not individually but solely in
its capacity as trustee ("Trustee").

WHEREAS each of the parties hereto has entered
into a Participation Agreement dated as of August 1, 1989
("Participation Agreement");

WHEREAS capitalized terms not otherwise defined
herein shall have the respective meanings set forth in the
Participation Agreement;

WHEREAS the Trustee, Amoco Chemical Company (in
such capacity, "Seller") and the Agent have entered into a
Conditional Sale Agreement dated as of August 1, 1989
("CSA");

WHEREAS the Lessee and the Trustee have entered
into a Lease of Railroad Equipment dated as of August 1,
1989 ("Lease");

WHEREAS the CSA and the Lease were filed with the
Interstate Commerce Commission pursuant to 49 U.S.C. § 11303
on September 13, 1989, at 2:30 p.m., recordation number
16514 and 16514-A, respectively, and deposited in the Office
of the Registrar General of Canada pursuant to Section 86 of
the Railway Act of Canada on September 14, 1989, at
11:25 a.m.;

WHEREAS the parties hereto have entered into an
Amendment Agreement No. 1 dated as of September 22, 1989,
which was filed with the Interstate Commerce Commission
pursuant to 49 U.S.C. § 11303 on September 27, 1989, at 4:10
p.m., recordation number 16514-C, and deposited in the
Office of the Registrar General of Canada pursuant to
Section 86 of the Railway Act of Canada on September 28,
1989, at 2:02 p.m.;

WHEREAS the parties hereto have entered into an
Amendment Agreement No. 2 dated as of December 1, 1989,
which was filed with the Interstate Commerce Commission
pursuant to 49 U.S.C. § 11303 on December 14, 1989, at 2:25
p.m., recordation number 16514-D, and deposited in the
Office of the Registrar General of Canada pursuant to
Section 86 of the Railway Act of Canada on December 15,
1989, at 3:55 p.m.;

WHEREAS the parties hereto have entered into an Amendment Agreement No. 3 dated as of June 15, 1990, which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on June 29, 1990, at 3:10 p.m., recordation number 16514-E and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on July 3, 1990, at 3:25 p.m., and the CSA and the Lease as so amended are hereinafter referred to as the CSA and the Lease;

WHEREAS, pursuant to Section 3.03 of the Lease, the Trustee and the Lease acknowledged the need to amend the Lease to achieve certain predetermined economics upon the identification of a number of variables which were unknown at the time the Documents were executed;

WHEREAS, since those variables have now been determined, the Trustee and the Lessee desire to amend Annex B to the CSA and Schedule A to the Lease to reflect the actual cost of the Equipment settled for and pursuant to Section 3.03 of the Lease to adjust the CSA Indebtedness amortization set forth in Schedule I to the CSA and the rentals, the Casualty values and the Termination Values set forth in the Lease to reflect adjustments required by said Section 3.03.

WHEREAS the Owner has authorized and instructed the Trustee to execute and deliver this Amendment as evidenced by its instruction attached hereto;

WHEREAS the Owner has represented to the Agent that the amendment to the amortization of the CSA Indebtedness set forth herein complies with the provisions of Section 17(a) of the Participation Agreement; and, accordingly, the Agent is authorized to execute and deliver this Amendment since it would not adversely affect the interests of the Investors;

NOW THEREFORE, the parties hereto agree as follows:

1. Annex B to the CSA and Schedule A to the Lease are hereby deleted and Annex B-Schedule A hereto is hereby substituted therefor.
2. The CSA is hereby amended to delete Schedules IA, IB and IC to the CSA and to substitute therefor Schedules I-A, I-B and I-C hereto.

3. The Lease is hereby amended to delete Schedule B to Amendment Agreement No. 1, Schedule B to Amendment Agreement No. 2 and Schedule B-C to Amendment Agreement No. 3 and to substitute therefor Schedules B-A, B-B and B-C hereto.

4. The Lease is hereby amended to delete Schedule C to Amendment Agreement No. 1, Schedule C to Amendment Agreement No. 2 and Schedule C-C to Amendment Agreement No. 3 and to substitute therefor Schedules C-A, C-B and C-C hereto.

5. The Documents are each hereby amended so that any reference to any Document contained in any Document is hereby deemed to refer to such Document as amended hereby.

6. The terms of this Amendment and all rights and obligations of the parties hereto hereunder shall be governed by and construed in accordance with the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303 and Section 86 of the Railway Act of Canada and such additional rights arising out of the filing, recording or deposit hereof as shall be conferred by the laws of the several jurisdictions in which this Amendment shall be filed, recorded or deposited or in which any unit of Equipment shall be located, and such rights, if any, arising out of the marking of Equipment.

7. Except as amended hereby, the Documents shall remain unaltered and in full force and effect.

8. The Lessee will promptly cause this Amendment to be filed with the Interstate Commerce Commission and deposited with the Registrar General of Canada in accordance with the provisions of Article 19 of the CSA and Section 15.01 of the Lease.

9. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all parties so long as each party shall deliver a counterpart signed by it to Cravath, Swaine & Moore, special counsel for the Lessee.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument 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 that the foregoing is true and correct and was executed on the date indicated below its signature.

AMOCO CHEMICAL COMPANY,

by


Name: J. V. Peterson
Title: Group Vice President

Executed on November 29 , 1990.

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
not in its individual
capacity but solely as
Agent,

by

Name:
Title:

Executed on November , 1990.

THE CONNECTICUT NATIONAL BANK,
not in its individual
capacity but solely as
Trustee,

by

Name:
Title:

Executed on November , 1990.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument 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 that the foregoing is true and correct and was executed on the date indicated below its signature.

AMOCO CHEMICAL COMPANY,

by

Name:
Title:

Executed on November , 1990.

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
not in its individual
capacity but solely as
Agent,

by



Name: John M. Mitchell
Title: VICE PRESIDENT

Executed on November 30 , 1990.

THE CONNECTICUT NATIONAL BANK,
not in its individual
capacity but solely as
Trustee,

by

Name:
Title:

Executed on November , 1990.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument 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 that the foregoing is true and correct and was executed on the date indicated below its signature.

AMOCO CHEMICAL COMPANY,

by

Name:

Title:

Executed on November , 1990.

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
not in its individual
capacity but solely as
Agent,

by

Name:

Title:

Executed on November , 1990.

THE CONNECTICUT NATIONAL BANK,
not in its individual
capacity but solely as
Trustee,

by



Name: ALAN B. COFFEY

Title: TRUST OFFICER

Executed on November 20 , 1990.

INSTRUCTION OF OWNER TO TRUSTEE

The Connecticut National Bank,
777 Main Street,
Hartford, Connecticut 06115

Attention of Corporate Trust Department

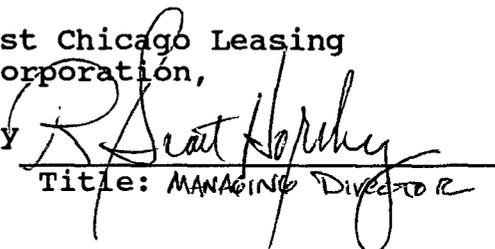
Dear Sirs:

Reference is made to a Trust Agreement dated as of August 1, 1989, between the undersigned and you, as trustee ("Trustee Agreement"). We instruct you to enter into the Amendment Agreement No. 4 dated as of November 1, 1990, in the form to which this instruction is attached.

Very truly yours,

First Chicago Leasing
Corporation,

by


Title: MANAGING DIRECTOR

<u>Manufacturer</u>	<u>Car Type</u>	<u>Specifications</u>	<u>Number of Cars</u>	<u>Car Numbers (Inclusive)</u>	<u>Unit Price</u>	<u>Total</u>
<u>Trinity Industries Inc.</u>						
23,500 gallon general purpose tank cars	A	Trinity File No. 8855	60	AMCX 123001-123060	\$58,862.94	\$3,531,776.47
6,150 cubic foot covered hopper cars	D	Trinity PSM-1059	61	AMCX 104125-104185	50,202.00	3,062,322.00
6,150 cubic foot covered hopper cars	C	Trinity File No. 2082	125	AMCX 104000-104124	62,146.22	7,768,278.05
20,000 gallon tank cars with special linings for maleic anhydride service	F	Trinity File No. 8932	6	AMCX 120027-120032	68,254.74	409,474.44
33,600 gallon tank cars	G	Trinity File No. 9010	40	**TIMX33400-33439	76,301.00	3,052,040.00

*Deliveries F.O.B. Trinity plant.

** This Trinity prefix is used for the convenience of Trinity and the Lessee in managing these cars and should not be construed in any way as any indication that Trinity has any interest in or rights with respect to these cars.

<u>Manufacturer</u>	<u>Car Type</u>	<u>Specifications</u>	<u>Number of Cars</u>	<u>Car Numbers (Inclusive)</u>	<u>Unit Price</u>	<u>Total</u>
<u>ACF Industries Incorporated</u>						
5,800 cubic foot plastic pellet cars	B	ACF 88-OA0-052 5/13/88	60	AMCX 107865- 107924	55,431.51	3,325,890.76
5,250 cubic foot covered hopper cars	E	ACF 89-OA0-052 1/19/89	128	AMCX 106040-055 106057-063 106065-110 106119-121 106123-128 106130 106138 106141-144 106147 106151 106153-154 106157-171 106173-188 106190 106192-199	65,432.32	8,375,336.96
			<u>480</u>			<u>\$29,525,118.68</u>

FINAL EXHIBIT

(Series A Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for

Two Hundred and Fifty-One (251) Rail Cars

-Debt Amortization Schedule-

Loan Amount \$ 1,000,000.00
Average interest rate 9.065323 % /year SEMI
Average Life 13.341 years
Duration 7.869 years

Date	Takedown	Principal Repayment	Interest	Debt Service	Balance
9/28/1989	1000000.00	.00	.00	.00	1000000.00
3/27/1990	.00	.00	44728.77	44728.77	1000000.00
3/27/1991	.00	.00	92756.62	92756.62	1000000.00
3/27/1992	.00	15011.56	92756.62	107768.18	984988.44
3/27/1993	.00	16403.98	91364.20	107768.18	968584.46
3/27/1994	.00	17925.56	89842.62	107768.18	950658.90
3/27/1995	.00	19588.27	88179.91	107768.18	931070.63
9/27/1995	.00	268.75	42224.05	42492.80	930801.88
3/27/1996	.00	23063.52	42211.87	65275.39	907738.36
9/27/1996	.00	49417.90	41165.93	90583.83	858320.46
3/27/1997	.00	.00	38924.83	38924.83	858320.46
9/27/1997	.00	.00	38924.83	38924.83	858320.46
3/27/1998	.00	23871.51	38924.83	62796.34	834448.95
9/27/1998	.00	.00	37842.26	37842.26	834448.95
3/27/1999	.00	116965.45	37842.26	154807.71	717483.50
9/27/1999	.00	.00	32537.88	32537.88	717483.50
3/27/2000	.00	34722.37	32537.88	67260.25	682761.13
9/27/2000	.00	.00	30963.22	30963.22	682761.13
3/27/2001	.00	46114.16	30963.22	77077.38	636646.97
9/27/2001	.00	.00	28871.94	28871.94	636646.97
3/27/2002	.00	55463.30	28871.94	84335.24	581183.67
9/27/2002	.00	.00	26356.68	26356.68	581183.67
3/27/2003	.00	52162.59	26356.68	78519.27	529021.08
9/27/2003	.00	.00	23991.11	23991.11	529021.08
3/27/2004	.00	71135.97	23991.11	95127.08	457885.11
9/27/2004	.00	.00	20765.09	20765.09	457885.11
3/27/2005	.00	94470.74	20765.09	115235.83	363414.37
9/27/2005	.00	.00	16480.84	16480.84	363414.37
3/27/2006	.00	103446.28	16480.84	119927.12	259968.09
9/27/2006	.00	.00	11789.55	11789.55	259968.09
3/27/2007	.00	108500.58	11789.55	120290.13	151467.51
9/27/2007	.00	.00	6869.05	6869.05	151467.51
3/27/2008	.00	98496.92	6869.05	105365.97	52970.59
9/27/2008	.00	.00	2402.22	2402.22	52970.59
3/27/2009	.00	52970.59	2402.22	55372.81	.00
9/27/2009	.00	.00	.00	.00	.00
3/27/2010	.00	.00	.00	.00	.00
Total	1000000.00	1000000.00	1219744.76	2219744.76	

FINAL EXHIBIT

(Series B Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for
Fifty-Five (55) Rail Cars
-Debt Amortization Schedule-

Loan Amount \$ 1,000,000.00
Average interest rate 8.806649 % /year SEMI
Average Life 13.492 years
Duration 8.005 years

Date	Takedown	Principal Repayment	Interest	Debt Service	Balance
12/15/1989	1000000.00	.00	.00	.00	1000000.00
6/14/1990	.00	.00	43688.11	43688.11	1000000.00
6/14/1991	.00	4778.69	90000.00	94778.69	995221.31
6/14/1992	.00	17893.33	89569.92	107463.25	977327.98
6/14/1993	.00	19503.73	87959.52	107463.25	957824.25
6/14/1994	.00	21259.07	86204.18	107463.25	936565.18
6/14/1995	.00	23172.38	84290.87	107463.25	913392.80
12/14/1995	.00	.01	40234.95	40234.96	913392.79
6/14/1996	.00	26993.35	40234.95	67228.30	886399.44
12/14/1996	.00	-.01	39045.90	39045.89	886399.45
6/14/1997	.00	29371.46	39045.90	68417.36	857027.99
12/14/1997	.00	.00	37752.08	37752.08	857027.99
6/14/1998	.00	23278.73	37752.08	61030.81	833749.26
12/14/1998	.00	.00	36726.65	36726.65	833749.26
6/14/1999	.00	68124.38	36726.65	104851.03	765624.88
12/14/1999	.00	.00	33725.78	33725.78	765624.88
6/14/2000	.00	40566.90	33725.78	74292.68	725057.98
12/14/2000	.00	.01	31938.80	31938.81	725057.97
6/14/2001	.00	44385.64	31938.80	76324.44	680672.33
12/14/2001	.00	.00	29983.62	29983.62	680672.33
6/14/2002	.00	59383.83	29983.62	89367.45	621288.50
12/14/2002	.00	.00	27367.76	27367.76	621288.50
6/14/2003	.00	69058.09	27367.76	96425.85	552230.41
12/14/2003	.00	.00	24325.75	24325.75	552230.41
6/14/2004	.00	86502.93	24325.75	110828.68	465727.48
12/14/2004	.00	-.01	20515.30	20515.29	465727.49
6/14/2005	.00	94475.00	20515.30	114990.30	371252.49
12/14/2005	.00	.00	16353.67	16353.67	371252.49
6/14/2006	.00	103181.79	16353.67	119535.46	268070.70
12/14/2006	.00	.00	11808.51	11808.51	268070.70
6/14/2007	.00	112690.99	11808.51	124499.50	155379.71
12/14/2007	.00	.00	6844.48	6844.48	155379.71
6/14/2008	.00	123076.54	6844.48	129921.02	32303.17
12/14/2008	.00	.01	1422.95	1422.96	32303.16
6/14/2009	.00	32303.16	1422.95	33726.11	.00
12/14/2009	.00	.00	.00	.00	.00
6/14/2010	.00	.00	.00	.00	.00
Total	1000000.00	1000000.00	1197805.00	2197805.00	

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FINAL EXHIBIT

(Series C Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for

One Hundred and Seventy-Four (174) Rail Cars

-Debt Amortization Schedule-

Loan Amount \$ 1,000,000.00
 Average interest rate 9.375060 % /year SEMI
 Average Life 13.796 years
 Duration 7.892 years

Date	Takedown	Principal Repayment	Interest	Debt Service	Balance
7/ 3/1990	1000000.00	.00	.00	.00	1000000.00
1/ 2/1991	.00	.00	46978.36	46978.36	1000000.00
1/ 2/1992	.00	338.83	95894.92	96233.75	999661.17
1/ 2/1993	.00	15134.72	95862.43	110997.15	984526.45
1/ 2/1994	.00	16586.06	94411.09	110997.15	967940.39
1/ 2/1995	.00	18176.58	92820.57	110997.15	949763.81
1/ 2/1996	.00	19919.62	91077.53	110997.15	929844.19
7/ 2/1996	.00	.00	43563.20	43563.20	929844.19
1/ 2/1997	.00	23870.74	43563.20	67433.94	905973.45
7/ 2/1997	.00	.00	42444.86	42444.86	905973.45
1/ 2/1998	.00	26107.43	42444.86	68552.29	879866.02
7/ 2/1998	.00	.00	41221.72	41221.72	879866.02
1/ 2/1999	.00	26296.74	41221.72	67518.46	853569.28
7/ 2/1999	.00	.00	39989.72	39989.72	853569.28
1/ 2/2000	.00	87668.83	39989.72	127658.55	765900.45
7/ 2/2000	.00	.00	35882.44	35882.44	765900.45
1/ 2/2001	.00	47084.30	35882.44	82966.74	718816.15
7/ 2/2001	.00	.00	33676.54	33676.54	718816.15
1/ 2/2002	.00	44801.59	33676.54	78478.13	674014.56
7/ 2/2002	.00	.00	31577.58	31577.58	674014.56
1/ 2/2003	.00	63569.59	31577.58	95147.17	610444.97
7/ 2/2003	.00	.00	28599.35	28599.35	610444.97
1/ 2/2004	.00	51797.26	28599.35	80396.61	558647.71
7/ 2/2004	.00	.00	26172.65	26172.65	558647.71
1/ 2/2005	.00	54907.52	26172.65	81080.17	503740.19
7/ 2/2005	.00	.00	23600.23	23600.23	503740.19
1/ 2/2006	.00	91820.69	23600.23	115420.92	411919.50
7/ 2/2006	.00	.00	19298.43	19298.43	411919.50
1/ 2/2007	.00	101837.40	19298.43	121135.83	310082.10
7/ 2/2007	.00	.00	14527.35	14527.35	310082.10
1/ 2/2008	.00	111848.59	14527.35	126375.94	198233.51
7/ 2/2008	.00	.00	9287.24	9287.24	198233.51
1/ 2/2009	.00	122843.94	9287.24	132131.18	75389.57
7/ 2/2009	.00	.00	3532.00	3532.00	75389.57
1/ 2/2010	.00	75389.57	3532.00	78921.57	.00
7/ 2/2010	.00	.00	.00	.00	.00
1/ 2/2011	.00	.00	.00	.00	.00
Total	1000000.00	1000000.00	1303791.52	2303791.52	

FINAL EXHIBIT

(Series A Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for

Two Hundred and Fifty-One (251) Rail Cars

RENTAL SCHEDULE
(Expressed as a Percent of Equipment Cost)

Date	Arrears Rent	Advance Rent	Total Rent
3/27/1990	.00000000	.00000000	.00000000
9/27/1990	.00000000	.00000000	.00000000
3/27/1991	8.13350100	.00000000	8.13350100
9/27/1991	.00000000	.00000000	.00000000
3/27/1992	8.13350100	.00000000	8.13350100
9/27/1992	.00000000	.00000000	.00000000
3/27/1993	8.13350100	.00000000	8.13350100
9/27/1993	.00000000	.00000000	.00000000
3/27/1994	8.13350100	.00000000	8.13350100
9/27/1994	.00000000	.00000000	.00000000
3/27/1995	8.13350100	.00000000	8.13350100
9/27/1995	3.20702444	.00000000	3.20702444
3/27/1996	4.92647663	.00000000	4.92647663
9/27/1996	6.83656024	.00000000	6.83656024
3/27/1997	2.93774237	.00000000	2.93774237
9/27/1997	3.24619172	.00000000	3.24619172
3/27/1998	4.88730928	.00000000	4.88730928
9/27/1998	3.53094255	.00000000	3.53094255
3/27/1999	5.11316472	7.48524083	12.59840555
9/27/1999	.00000000	2.45570481	2.45570481
3/27/2000	.00000000	7.60408383	7.60408383
9/27/2000	.00000000	2.33686182	2.33686182
3/27/2001	.00000000	7.76191710	7.76191710
9/27/2001	.00000000	2.17902854	2.17902854
3/27/2002	.00000000	7.95174934	7.95174934
9/27/2002	.00000000	1.98919631	1.98919631
3/27/2003	.00000000	8.13028433	8.13028433
9/27/2003	.00000000	1.81066132	1.81066132
3/27/2004	.00000000	8.37375888	8.37375888
9/27/2004	.00000000	1.56718677	1.56718677
3/27/2005	.00000000	8.69710047	8.69710047
9/27/2005	.00000000	1.24384517	1.24384517
3/27/2006	.00000000	9.05116232	9.05116232
9/27/2006	.00000000	.88978332	.88978332
3/27/2007	.00000000	9.07856003	9.07856003
9/27/2007	.00000000	.51842231	.51842231
3/27/2008	.00000000	7.95220054	7.95220054
9/27/2008	.00000000	.18130045	.18130045
3/27/2009	.00000000	7.96271029	7.96271029
9/27/2009	.00000000	.17079071	.17079071
	=====	=====	=====
Total	75.35291692	105.39154950	180.74446642

FINAL EXHIBIT

(Series B Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for
Fifty-Five (55) Rail Cars

RENTAL SCHEDULE
(Expressed as a Percent of Equipment Cost)

Date	Arrears Rent	Advance Rent	Total Rent
6/14/1990	.0000000	.0000000	.0000000
12/14/1990	.0000000	.0000000	.0000000
6/14/1991	8.0071637	.0000000	8.0071637
12/14/1991	.0000000	.0000000	.0000000
6/14/1992	8.0071634	.0000000	8.0071634
12/14/1992	.0000000	.0000000	.0000000
6/14/1993	8.0071634	.0000000	8.0071634
12/14/1993	.0000000	.0000000	.0000000
6/14/1994	8.0071634	.0000000	8.0071634
12/14/1994	.0000000	.0000000	.0000000
6/14/1995	8.0071634	.0000000	8.0071634
12/14/1995	2.9979351	.0000000	2.9979351
6/14/1996	5.0092286	.0000000	5.0092286
12/14/1996	2.9093374	.0000000	2.9093374
6/14/1997	5.0978259	.0000000	5.0978259
12/14/1997	2.8129347	.0000000	2.8129347
6/14/1998	5.1942290	.0000000	5.1942290
12/14/1998	2.7365293	.0000000	2.7365293
6/14/1999	5.2706343	4.2566324	9.5272668
12/14/1999	.0000000	3.7505309	3.7505309
6/14/2000	.0000000	6.6087219	6.6087219
12/14/2000	.0000000	3.1778114	3.1778114
6/14/2001	.0000000	6.7078738	6.7078738
12/14/2001	.0000000	3.0786595	3.0786595
6/14/2002	.0000000	7.7473420	7.7473420
12/14/2002	.0000000	2.0391913	2.0391913
6/14/2003	.0000000	7.9740044	7.9740044
12/14/2003	.0000000	1.8125289	1.8125289
6/14/2004	.0000000	8.2579240	8.2579240
12/14/2004	.0000000	1.5286094	1.5286094
6/14/2005	.0000000	8.5680095	8.5680095
12/14/2005	.0000000	1.2185238	1.2185238
6/14/2006	.0000000	8.9066725	8.9066725
12/14/2006	.0000000	.8798608	.8798608
6/14/2007	.0000000	9.2765466	9.2765466
12/14/2007	.0000000	.5099868	.5099868
6/14/2008	.0000000	9.6805079	9.6805079
12/14/2008	.0000000	.1060254	.1060254
6/14/2009	.0000000	9.7865330	9.7865330
12/14/2009	.0000000	.0000000	.0000000
Total	72.0644715	105.8724965	177.9369680

FINAL EXHIBIT

(Series C Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for

One Hundred and Seventy-Four (174) Rail Cars

RENTAL SCHEDULE

(Expressed as a Percent of Equipment Cost)

Date	Arrears Rent	Advance Rent	Total Rent
1/ 2/1991	.00000000	.00000000	.00000000
7/ 2/1991	.00000000	.00000000	.00000000
1/ 2/1992	8.46575239	.00000000	8.46575239
7/ 2/1992	.00000000	.00000000	.00000000
1/ 2/1993	8.46575230	.00000000	8.46575230
7/ 2/1993	.00000000	.00000000	.00000000
1/ 2/1994	8.46575230	.00000000	8.46575230
7/ 2/1994	.00000000	.00000000	.00000000
1/ 2/1995	8.46575230	.00000000	8.46575230
7/ 2/1995	.00000000	.00000000	.00000000
1/ 2/1996	8.46575230	.00000000	8.46575230
7/ 2/1996	3.32256532	.00000000	3.32256532
1/ 2/1997	5.14318698	.00000000	5.14318698
7/ 2/1997	3.23726925	.00000000	3.23726925
1/ 2/1998	5.22848314	.00000000	5.22848314
7/ 2/1998	3.14398084	.00000000	3.14398084
1/ 2/1999	5.32177155	.00000000	5.32177155
7/ 2/1999	3.50644192	.00000000	3.50644192
1/ 2/2000	4.95931046	5.15685371	10.11616417
7/ 2/2000	.00000000	3.30889868	3.30889868
1/ 2/2001	.00000000	6.81645180	6.81645180
7/ 2/2001	.00000000	3.53057892	3.53057892
1/ 2/2002	.00000000	6.84081512	6.84081512
7/ 2/2002	.00000000	3.50621560	3.50621560
1/ 2/2003	.00000000	8.16575851	8.16575851
7/ 2/2003	.00000000	2.18127221	2.18127221
1/ 2/2004	.00000000	8.35084303	8.35084303
7/ 2/2004	.00000000	1.99618769	1.99618769
1/ 2/2005	.00000000	8.54704132	8.54704132
7/ 2/2005	.00000000	1.79998940	1.79998940
1/ 2/2006	.00000000	8.87513955	8.87513955
7/ 2/2006	.00000000	1.47189117	1.47189117
1/ 2/2007	.00000000	9.23903007	9.23903007
7/ 2/2007	.00000000	1.10800065	1.10800065
1/ 2/2008	.00000000	9.63869294	9.63869294
7/ 2/2008	.00000000	.70833778	.70833778
1/ 2/2009	.00000000	10.07764497	10.07764497
7/ 2/2009	.00000000	.26938574	.26938574
1/ 2/2010	.00000000	10.34703063	10.34703063
7/ 2/2010	.00000000	.00000000	.00000000
Total	76.19177107	111.93605945	188.12783051

FINAL EXHIBIT

(Series A Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for

Two Hundred and Fifty-One (251) Rail Cars

TERMINATION AND STIPULATED LOSS VALUES
(Expressed as a Percent of Equipment Cost)

values are net of any arrears rent due that day.
The lessee pays the loss value plus the "Rent Received".

Date	Termination Values	Casualty Values	Rent Received
3/27/90	107.533280391	107.533280391	.000000000
9/27/90	112.512613088	112.512613088	.000000000
3/27/91	109.091395274	109.091395274	8.133500996
9/27/91	113.486329965	113.486329965	.000000000
3/27/92	109.594097221	109.594097221	8.133500996
9/27/92	113.616016360	113.616016360	.000000000
3/27/93	109.396197312	109.396197312	8.133500996
9/27/93	113.136970923	113.136970923	.000000000
3/27/94	108.669332237	108.669332237	8.133500996
9/27/94	112.166010348	112.166010348	.000000000
3/27/95	107.447735751	107.447735751	8.133500996
9/27/95	107.439095285	107.439095285	3.207024437
3/27/96	105.704805821	105.704805821	4.926476629
9/27/96	101.981685096	101.981685096	6.836560242
3/27/97	101.988437932	101.988437932	2.937742365
9/27/97	101.686944043	101.686944043	3.246191716
3/27/98	99.744541042	99.744541042	4.887309280
9/27/98	99.077015879	99.077015879	3.530942553
3/27/99	96.827489679	96.827489679	5.113164719
9/27/99	91.805782215	91.805782215	.000000000
3/27/ 0	91.829488379	91.829488379	.000000000
9/27/ 0	86.570571435	86.570571435	.000000000
3/27/ 1	86.579125953	86.579125953	.000000000
9/27/ 1	81.005048232	81.005048232	.000000000
3/27/ 2	81.016834464	81.016834464	.000000000
9/27/ 2	75.065856628	75.065856628	.000000000
3/27/ 3	75.104401807	75.104401807	.000000000
9/27/ 3	68.798313217	68.798313217	.000000000
3/27/ 4	68.845645684	68.845645684	.000000000
9/27/ 4	62.116671725	62.116671725	.000000000
3/27/ 5	62.274809326	62.274809326	.000000000
9/27/ 5	55.095942779	55.095942779	.000000000
3/27/ 6	55.466651917	55.466651917	.000000000
9/27/ 6	47.812001016	47.812001016	.000000000
3/27/ 7	48.433389376	48.433389376	.000000000
9/27/ 7	40.649076155	40.649076155	.000000000
3/27/ 8	41.555965400	41.555965400	.000000000
9/27/ 8	34.851976226	34.851976226	.000000000
3/27/ 9	36.009537839	36.009537839	.000000000
9/27/ 9	29.149415903	29.149415903	.000000000
3/27/10	30.000000072	30.000000072	.000000000

FINAL EXHIBIT

(Series B Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for
Fifty-Five (55) Rail Cars

TERMINATION AND STIPULATED LOSS VALUES
(Expressed as a Percent of Equipment Cost)

Values are net of any arrears rent due that day.
The lessee pays the loss value plus the "Rent Received".

Date	Termination Values	Casualty Values	Rent Received
6/14/90	107.072033801	107.072033801	.000000000
12/14/90	111.618700288	111.618700288	.000000000
6/14/91	107.968556068	107.968556068	8.007163667
12/14/91	112.070644762	112.070644762	.000000000
6/14/92	108.012221925	108.012221925	8.007163372
12/14/92	111.768035021	111.768035021	.000000000
6/14/93	107.409775090	107.409775090	8.007163372
12/14/93	110.902298327	110.902298327	.000000000
6/14/94	106.305137322	106.305137322	8.007163372
12/14/94	109.550548039	109.550548039	.000000000
6/14/95	104.714632352	104.714632352	8.007163372
12/14/95	104.720997548	104.720997548	2.997935112
6/14/96	102.716260641	102.716260641	5.009228554
12/14/96	102.723013955	102.723013955	2.909337437
6/14/97	100.541480792	100.541480792	5.097825935
12/14/97	100.548644397	100.548644397	2.812934653
6/14/98	98.174728767	98.174728767	5.194229013
12/14/98	98.182328665	98.182328665	2.736529343
6/14/99	95.656052000	95.656052000	5.270634324
12/14/99	93.920415196	93.920415196	.000000000
6/14/ 0	92.691120453	92.691120453	.000000000
12/14/ 0	88.470736463	88.470736463	.000000000
6/14/ 1	87.681518827	87.681518827	.000000000
12/14/ 1	83.216821035	83.216821035	.000000000
6/14/ 2	82.381609678	82.381609678	.000000000
12/14/ 2	76.683087313	76.683087313	.000000000
6/14/ 3	76.699800472	76.699800472	.000000000
12/14/ 3	70.578146633	70.578146633	.000000000
6/14/ 4	70.695616267	70.695616267	.000000000
12/14/ 4	64.175986390	64.175986390	.000000000
6/14/ 5	64.477394746	64.477394746	.000000000
12/14/ 5	57.537515515	57.537515515	.000000000
6/14/ 6	58.055120292	58.055120292	.000000000
12/14/ 6	50.672249898	50.672249898	.000000000
6/14/ 7	51.442646245	51.442646245	.000000000
12/14/ 7	43.593338908	43.593338908	.000000000
6/14/ 8	44.657944070	44.657944070	.000000000
12/14/ 8	36.318106432	36.318106432	.000000000
6/14/ 9	38.168381571	38.168381571	.000000000
12/14/ 9	30.000000144	30.000000144	.000000000

FINAL EXHIBIT

(Series C Equipment)

AMOCO CORPORATION

Leveraged Lease Financing
for

One Hundred and Seventy-Four (174) Rail Cars

TERMINATION AND STIPULATED LOSS VALUES
(Expressed as a Percent of Equipment Cost)

Values are net of any arrears rent due that day.
The lessee pays the loss value plus the "Rent Received".

Date	Termination Values	Casualty Values	Rent Received
1/ 2/91	107.821203761	107.821203761	.000000000
7/ 2/91	113.058754881	113.058754881	.000000000
1/ 2/92	109.563019635	109.563019635	8.465752387
7/ 2/92	114.244727868	114.244727868	.000000000
1/ 2/93	110.273929391	110.273929391	8.465752303
7/ 2/93	114.557608994	114.557608994	.000000000
1/ 2/94	110.245615559	110.245615559	8.465752303
7/ 2/94	114.231158238	114.231158238	.000000000
1/ 2/95	109.662552526	109.662552526	8.465752303
7/ 2/95	113.405500911	113.405500911	.000000000
1/ 2/96	108.589981224	108.589981224	8.465752303
7/ 2/96	108.674176735	108.674176735	3.322565323
1/ 2/97	106.865467910	106.865467910	5.143186980
7/ 2/97	106.872220758	106.872220758	3.237269245
1/ 2/98	104.887962256	104.887962256	5.228483142
7/ 2/98	104.895126351	104.895126351	3.143980839
1/ 2/99	102.724714656	102.724714656	5.321771548
7/ 2/99	102.275889088	102.275889088	3.506441924
1/ 2/ 0	100.374423234	100.374423234	4.959310463
7/ 2/ 0	97.962386253	97.962386253	.000000000
1/ 2/ 1	97.398546156	97.398546156	.000000000
7/ 2/ 1	93.159158128	93.159158128	.000000000
1/ 2/ 2	92.205899547	92.205899547	.000000000
7/ 2/ 2	87.782581777	87.782581777	.000000000
1/ 2/ 3	86.694136167	86.694136167	.000000000
7/ 2/ 3	80.719277658	80.719277658	.000000000
1/ 2/ 4	80.754516641	80.754516641	.000000000
7/ 2/ 4	74.410363091	74.410363091	.000000000
1/ 2/ 5	74.453679300	74.453679300	.000000000
7/ 2/ 5	67.720589739	67.720589739	.000000000
1/ 2/ 6	67.788383601	67.788383601	.000000000
7/ 2/ 6	60.546295277	60.546295277	.000000000
1/ 2/ 7	60.815892592	60.815892592	.000000000
7/ 2/ 7	53.070530575	53.070530575	.000000000
1/ 2/ 8	53.584713074	53.584713074	.000000000
7/ 2/ 8	45.305859082	45.305859082	.000000000
1/ 2/ 9	46.108787821	46.108787821	.000000000
7/ 2/ 9	37.265008806	37.265008806	.000000000
1/ 2/10	38.844315649	38.844315649	.000000000
7/ 2/10	30.000000975	30.000000975	.000000000

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CERTIFICATE OF TRUE COPY

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INTERSTATE COMMERCE COMMISSION

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

I, Laurance V. Goodrich, a member of the Bar of the State of New York, do hereby certify that I have compared the attached copies of the attached documents with an executed original counterpart thereof and find the said attached copies to be in all respects true, correct and complete copies of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 3rd day of December, 1990.

Laurance V. Goodrich
Laurance V. Goodrich

Subscribed and sworn to before me this 3rd day of December, 1990

Caryn W. Sherman
Notary Public

My Commission expires:

CARYN W. SHERMAN
Notary Public, State of New York
No. 31-483301
Qualified in New York County
Commission Expires August 31, 1992