RECORDATION NO. 20981 FILED

NOV 6 '97 2-30PM

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

November 6, 1997

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Trust Indenture and Security Agreement, dated as of November 6, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to certain railroad equipment previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto. Please file the Memorandum under a new primary Recordation Number and cross-index it under the Recordation Numbers on the attached schedule.

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

Grantor: Wilmington Trust Company, as Owner Trustee
under PBG Equipment Trust Agreement
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Memorandum.

NOV 6 2 30 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - Kim Bartman

Also enclosed is a check in the amount of $552.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

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

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 15493-D FILED NOV 6 '97 2-30PM

RECORDATION NO. 20981 FILED NOV 6 '97 2-30PM

RECORDATION NO. 15856-C FILED NOV 6 '97 2-30PM

Please index under the following Recordation Numbers

RECORDATION NO. 17978-E FILED NOV 6 '97 2-30PM

RECORDATION NO. 18452-B FILED NOV 6 '97 2-30PM

RECORDATION NO. 20340-B FILED NOV 6 '97 2-30PM

RECORDATION NO. 16116-C FILED NOV 6 '97 2-30PM

RECORDATION NO. 18509-K FILED NOV 6 '97 2-30PM

RECORDATION NO. 18633-D FILED NOV 6 '97 2-30PM

RECORDATION NO. 19321-S FILED NOV 6 '97 2-30PM

RECORDATION NO. 19370-F FILED NOV 6 '97 2-30PM

RECORDATION NO. 19586-D FILED NOV 6 '97 2-30PM

RECORDATION NO. 19604-B FILED NOV 6 '97 2-30PM

RECORDATION NO. 19815-E FILED NOV 6 '97 2-30PM

RECORDATION NO. 20339-B FILED NOV 6 '97 2-30PM

RECORDATION NO. 17942-I FILED NOV 6 '97 2-30PM

RECORDATION NO. 16370-C FILED NOV 6 '97 2-30PM

RECORDATION NO. 16696-C FILED NOV 6 '97 2-30PM

RECORDATION NO. 16722-B FILED NOV 6 '97 2-30PM

RECORDATION NO. 17040-G FILED NOV 6 '97 2-30PM

RECORDATION NO. 17583-B FILED NOV 6 '97 2-30PM

RECORDATION NO. 17635-B FILED NOV 6 '97 2-30PM

RECORDATION NO. 17643-D FILED NOV 6 '97 2-30PM

RECORDATION NO. 17892-W FILED NOV 6 '97 2-30PM

15493-D
15856-C
16116-C
16370-C
16696-C
16722-B
17040-G
17583-B
17635-B
17643-D
17892-W
17942-I
17978-E
18452-B
18509-K
18633-D
19321-S
19370-F
19586-D
19604-B
19815-E
20339-B
20340-B

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 16th Street, NW #200
Washington, DC 20006

DATE: 11-6-97

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 11-6-97 at 2:30PM , and assigned recordation number(s). 20981

15493-D, 15856-C, 16116-C, 16370-C, 16696-C, 16722-B, 17040-G, 17583-B, 17635-B, 17643-D, 17892-W, 17942-I, 17978-E, 18452-B, 18509-K, 18633-D, 19321-B, 19370-F, 19586-D, 19604-B, 19815-E, 20339-B and 20340-B.

Sincerely Yours,

Vernon A. Williams
Secretary

Enclosure(s)

$ 576.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature Janice M. Fort

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

RECORDATION NO. 20981 FILED

NOV 6 '97 2-30 PM

Memorandum of Trust Indenture and Security Agreement, made and entered into as of November 6, 1997, between WILMINGTON TRUST COMPANY, Grantor, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement, dated as of November 1, 1997, and THE FIRST NATIONAL BANK OF CHICAGO, Indenture Trustee.

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Trust Indenture"), dated as of November 1, 1997, by which the Grantor has granted a security interest in certain railcars bearing reporting marks and road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Grantor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereunto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

By _____
Name: James P. Lawler
Title: Vice President

THE FIRST NATIONAL BANK OF CHICAGO

By _____
Name:
Title:

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Memorandum of Trust Indenture and Security Agreement, made and entered into as of November 6, 1997, between WILMINGTON TRUST COMPANY, Grantor, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement, dated as of November 1, 1997, and THE FIRST NATIONAL BANK OF CHICAGO, Indenture Trustee.

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Trust Indenture"), dated as of November 1, 1997, by which the Grantor has granted a security interest in certain railcars bearing reporting marks and road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Grantor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereunto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

By _____
Name:
Title:

THE FIRST NATIONAL BANK OF CHICAGO

By _____
Name: MARK J. FRYE
Title: Asst. Vice President

STATE OF _____)
) ss:
COUNTY OF _____)

On this _____ day of November, 1997, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he/she is a _____ of Wilmington Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation

_____
NOTARY PUBLIC

My commission expires:

STATE OF Illinois)
) ss:
COUNTY OF Cook)

On this 31st day of ~~November~~ OCTOBER, 1997, before me personally appeared MARK J. FRYE, to me personally known, who, being by me duly sworn, did say that he/she is a Asst. Vice President of The First National Bank of Chicago, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

Dana McCray
NOTARY PUBLIC

My commission expires:

OFFICIAL SEAL
DANA MCCRAY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:03/01/00

STATE OF _____)
) ss:
COUNTY OF _____)

On this _____ day of November, 1997, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he/she is a _____ of Wilmington Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation

_____
NOTARY PUBLIC

My commission expires:

Delaware
STATE OF _____)
) ss:
COUNTY OF New Castle)

On this 31st day of ~~November~~ October, 1997, before me personally appeared James P. Lawler, to me personally known, who, being by me duly sworn, did say that he/she is a VICE PRESIDENT of Wilmington Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

Kathleen A. Pedelini
NOTARY PUBLIC

My commission expires:

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

Exhibit A

Recordation Number 15493

Master Equipment
Lease Agreement No.: 0046029

Account Billing No. _____

Master Equipment
Lease Agreement Date: January 25, 1988

Lessee Purchase
Order No.: 0003191F10

Lease Schedule No.: 801

7 year class recovery property

Lease Schedule Date: January 25, 1988

Between PITNEY BOWES CREDIT CORPORATION (Lessor) and SOUTHERN PACIFIC TRANSPORTATION COMPANY (Lessee).

1. Equipment Description:

Quantity	Item	Manufacturer Model & Serial No.:
75	Tri-Level Automobile Racks	See Attachment A

2. Equipment Location:

The above Equipment is to be delivered to Lessee's premises at

Jamesville, Wisconsin (8 units); Doraville, Georgia (142 units).

3. Billing Address:

Mr. E. F. Grady, Treasurer, Southern Pacific Transportation Company, Finance Department, One Market Plaza, Room 666, San Francisco, CA 94105.

4. Original Rental Term:
180 Months. Payable Quarterly in Arrears.

5. Aggregate Rental for Original Rental Term:
$4,473,739.56 payable as follows:

Rental Payments shall be made, quarterly in arrears, by Lessee as follows:

EFG

the first twenty-four (24) Rental Payments shall be in the amount of $65,790.23 plus applicable sales/use tax. if any followed by thirty-six (36) Rental Payments in the amount of $80,410.39, plus applicable sales/use tax, if any. First rental payment shall be due and payable on June 1, 1988.

6. Number and Amount of Advance Rental Payments:
Number: N/A Amount: N/A

7. Renewal Option: One (1) three (3) year renewal period payable quarterly in arrears for an amount equal to the original cost of the Equipment to be renewed multiplied by a factor of .01501530 (plus applicable taxes).

8. Purchase Option: Fair Market Value.

EFG

0046029-801

P2 of 3

ATTACHMENT A
Enclosed Tri-Level Superstructures complete with
Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#	CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87101	ETTX 801094	01	07	88
87102	ETTX 802239	01	07	88
87103	ETTX 802304	01	07	88
87105	ETTX 905165	01	11	88
87106	ETTX 905866	01	11	88
87112	ETTX 904182	01	11	88
87114	ETTX 802931	01	11	88
87120	ETTX 803182	01	11	88
87111	ETTX 800893	01	11	88
87119	ETTX 905628	01	12	88
87121	ETTX 802940	01	12	88
87122	ETTX 908353	01	13	88
87123	ETTX 902976	01	13	88
87124	ETTX 904212	01	13	88
87125	ETTX 900735	01	13	88
87126	ETTX 900721	01	13	88
87129	ETTX 903134	01	13	88
87131	ETTX 800590	01	13	88
87118	ETTX 905718	01	13	88
87132	ETTX 802306	01	14	88
87133	ETTX 810130	01	14	88
87134	ETTX 800548	01	14	88
87135	ETTX 800378	01	14	88
87136	ETTX 802226	01	14	88
87137	ETTX 801535	01	15	88
87138	ETTX 800793	01	15	88
87139	ETTX 905326	01	15	88
87140	ETTX 905167	01	15	88
87141	ETTX 802055	01	15	88
87142	ETTX 800144	01	16	88
87145	ETTX 902984	01	16	88
87146	ETTX 903409	01	16	88
87113	ETTX 900676	01	16	88
87117	ETTX 802731	01	18	88
87127	ETTX 904176	01	18	88
87128	ETTX 802343	01	18	88
87130	ETTX 900894	01	18	88
87143	ETTX 903141	01	18	88
87144	ETTX 900673	01	19	88
87147	ETTX 950310	01	19	88
87148	ETTX 810079	01	19	88
87149	ETTX 905595	01	19	88
87150	ETTX 902595	01	19	88
87151	ETTX 803218	01	19	88
87152	ETTX 802322	01	20	88
87153	ETTX 900891	01	20	88
87154	ETTX 801880	01	20	88
87155	ETTX 802930	01	20	88

0046029-801
P. 3 of 3

ATTACHMENT A
Enclosed Tri-Level Superstructures complete with
Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#	CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87157	ETTX 908328	01	21	88
87158	ETTX 907198	01	21	88
87159	ETTX 905228	01	21	88
87162	ETTX 905008	01	21	88
87110	ETTX 800547	01	22	88
87115	ETTX 800236	01	22	88
87163	ETTX 902911	01	22	88
87164	ETTX 903912	01	22	88
87165	ETTX 801740	01	22	88
87166	ETTX 908097	01	22	88
87168	ETTX 903433	01	23	88
87169	ETTX 801890	01	23	88
87170	ETTX 903468	01	23	88
87104	ETTX 905087	01	23	88
87107	ETTX 802977	01	25	88
87108	ETTX 801718	01	25	88
87109	ETTX 903143	01	25	88
87160	ETTX 801876	01	25	88
87167	ETTX 802125	01	25	88
87172	ETTX 908296	01	25	88
87173	ETTX 903447	01	26	88
87174	ETTX 801895	01	26	88
87175	ETTX 801116	01	26	88
87171	ETTX 801750	01	26	88
87176	ETTX 800529	01	27	88
87177	ETTX 800526	01	27	88

Exhibit A

Recordation Number 15493-A

ATTACHMENT A

Enclosed Tri-Level Superstructures complete with
Whitehead & Kales design end doors applied to TTX Flat Cars-

RACK ID#		CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87178	ETTX	901048	01	27	88
87179	ETTX	801887	01	27	88
87180	ETTX	800682	01	27	88
87181	ETTX	802675	01	28	88
87182	ETTX	905153	01	28	88
87183	ETTX	908280	01	28	88
87184	ETTX	801100	01	28	88
87185	ETTX	900660	01	28	88
87186	ETTX	905553	01	29	88
87187	ETTX	803250	01	29	88
87188	ETTX	900889	01	29	88
87189	ETTX	801723	01	29	88
87190	ETTX	802356	01	29	88
87191	ETTX	950309	02	01	88
87192	ETTX	800216	02	01	88
87193	ETTX	905139	02	01	88
87194	ETTX	904004	02	01	88
87195	ETTX	802967	02	01	88
87196	ETTX	800462	02	02	88
87197	ETTX	905266	02	02	88
87198	ETTX	904191	02	02	88
87199	ETTX	803062	02	02	88
87200	ETTX	802224	02	02	88
87201	ETTX	801874	02	03	88
87202	ETTX	801317	02	03	88
87203	ETTX	901744	02	03	88
87204	ETTX	900194	02	03	88
87205	ETTX	901452	02	03	88
87206	ETTX	802024	02	04	88
87207	ETTX	905103	02	04	88
87208	ETTX	903902	02	04	88
87209	ETTX	908218	02	05	88
87210	ETTX	800675	02	04	88
87211	ETTX	801871	02	04	88
87212	ETTX	802251	02	04	88
87213	ETTX	802211	02	10	88
87214	ETTX	802265	02	05	88
87215	ETTX	900637	02	05	88
87216	ETTX	802273	02	05	88
87217	ETTX	905292	02	09	88
87218	ETTX	905682	02	08	88
87219	ETTX	800544	02	08	88
87220	ETTX	907221	02	08	88
87116	ETTX	903425	02	09	88
87221	ETTX	802246	02	09	88
87222	ETTX	901725	02	09	88
87223	ETTX	905013	02	09	88
87224	ETTX	909259	02	09	88
87225	ETTX	905068	02	09	88

0046029-802
S. Pacific Rail
p 2 of 2

ATTACHMENT A
Enclosed Tri-Level Superstructures complete with
Whitehead & Kales design end doors applied to TTX Flat Cars

RACK ID#		CAR NUMBER	SHP MTH	SHP DAY	SHP YR
87226	ETTX	908105	02	09	88
87227	ETTX	905190	02	10	88
87228	ETTX	801761	02	10	88
87229	ETTX	802222	02	10	88
87230	ETTX	802231	02	10	88
87231	ETTX	802242	02	11	88
87232	ETTX	802283	02	11	88
87233	ETTX	801872	02	11	88
87234	ETTX	802072	02	11	88
87235	ETTX	802004	02	11	88
87161	ETTX	908292	02	12	88
87236	ETTX	802241	02	12	88
87237	ETTX	905110	02	12	88
87238	ETTX	950731	02	12	88
87239	ETTX	902164	02	12	88
87240	ETTX	802281	02	12	88
87241	ETTX	907860	02	15	88
87242	ETTX	802237	02	15	88
87243	ETTX	904514	02	15	88
87244	ETTX	905321	02	15	88
87245	ETTX	801098	02	15	88
87246	ETTX	903146	02	16	88
87247	ETTX	800904	02	16	88
87248	ETTX	801836	02	17	88
87249	ETTX	801400	02	17	88
87250	ETTX	802253	02	17	88

Exhibit A

Recordation Number 15856

ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS
MANUFACTURED BY THRALL CAR MANUFACTURING COMPANY

CAR MARK	CAR NUMBER	RACK NUMBER
ETTX	800134	50000
ETTX	906862	50001
ETTX	801798	50002
ETTX	906764	50003
ETTX	906881	50004
ETTX	906769	50005
ETTX	800889	50006
ETTX	908838	50007
ETTX	800397	50008
ETTX	800696	50009
ETTX	906760	50010
ETTX	906870	50011
ETTX	906771	50012
ETTX	802603	50013
ETTX	909277	50014
ETTX	906765	50015
ETTX	801834	50016
ETTX	908602	50017
ETTX	906767	50018
ETTX	902393	50019
ETTX	906768	50020
ETTX	801833	50021
ETTX	906766	50022
ETTX	906893	50023
ETTX	909085	50024
ETTX	908620	50025
ETTX	906892	50026
ETTX	803017	50027
ETTX	908536	50028
ETTX	908551	50029
ETTX	906895	50030
ETTX	906898	50031
ETTX	909291	50032
ETTX	801865	50033
ETTX	906890	50034
ETTX	802389	50035
ETTX	800874	50036
ETTX	801832	50037
ETTX	908535	50038
ETTX	902394	50039
ETTX	908548	50040

LESSOR:
PITNEY BOWES CREDIT CORPORATION

BY: Michael J. Cyr

TITLE: MANAGER-OPERATIONS

DATE: Oct. 3, 1988

LESSEE:
SOO LINE RAILROAD COMPANY

BY: [signature]

TITLE: EVP

DATE: 10/3/88

Exhibit A

Recordation Number 16116

Lease NO. 0
Schedule NO ---

ATTACHMET A
FULLY ENCLOSED BI-LEVEL AUTO RACKS
GM SERVICE
Quantity: 85

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE
TTGX	160590	7480	1/10/89
TTGX	160361	7481	1/10/89
TTGX	159837	7482	1/10/89
TTGX	159348	7483	1/10/89
TTGX	159585	7484	1/10/89
TTGX	604234	7485	1/10/89
TTGX	604530	7486	1/10/89
TTGX	160848	7487	1/10/89
TTGX	940066	7488	1/10/89
TTGX	604029	7489	1/10/89
TTGX	604560	7490	1/10/89
TTGX	604608	7491	1/10/89
TTGX	603926	7492	1/10/89
TTGX	160312	7493	1/10/89
TTGX	160050	7494	1/10/89
TTGX	158874	7495	1/10/89
TTGX	160863	7496	1/10/89
TTGX	604218	7497	1/10/89
TTGX	963463	7498	1/10/89
TTGX	160719	7499	1/10/89
TTGX	941117	7500	1/10/89
TTGX	156624	7501	1/10/89
TTGX	157341	7502	1/10/89
TTGX	253760	7503	1/10/89
TTGX	158170	7504	1/10/89
TTGX	159670	7505	1/12/89
TTGX	158852	7506	1/12/89
TTGX	160163	7507	1/12/89
TTGX	603568	7508	1/12/89
TTGX	160100	7509	1/12/89
TTGX	963744	7510	1/12/89
TTGX	160130	7511	1/12/89
TTGX	604574	7512	1/13/89
TTGX	603476	7513	1/12/89
TTGX	160805	7514	1/13/89
TTGX	160663	7515	1/13/89
TTGX	160404	7516	1/13/89
TTGX	255981	7517	1/13/89
TTGX	604197	7518	1/18/89
TTGX	159647	7519	1/12/89
TTGX	604002	7520	1/12/89
TTGX	604540	7521	1/13/89
TTGX	159136	7522	1/13/89
TTGX	603550	7523	1/13/89
TTGX	940056	7524	1/13/89
TTGX	604482	7525	1/13/89
TTGX	160766	7526	1/13/89
TTGX	940065	7527	1/18/89
TTGX	962312	7528	1/18/89
TTGX	160644	7529	1/18/89
TTGX	159429	7530	1/18/89
~~TTGX~~	~~157456~~	~~7531~~	~~1/18/89~~ casualty
TTGX	963633	7532	1/18/89
TTGX	160034	7533	1/18/89
TTGX	159884	7534	1/18/89
TTGX	159496	7535	1/18/89
TTGX	603546	7536	1/18/89
TTGX	962882	7537	1/18/89
TTGX	160661	7538	1/18/89
TTGX	964747	7539	1/18/89
TTGX	160802	7540	1/19/89
TTGX	603149	7541	1/19/89
TTGX	603807	7542	1/19/89
TTGX	941119	7543	1/19/89
TTGX	603221	7544	1/19/89
TTGX	159582	7545	1/19/89
TTGX	253852	7546	1/19/89
~~TTGX~~	~~160180~~	~~7547~~	~~1/19/89~~ casualty
TTGX	604026	7548	1/19/89
TTGX	156518	7549	1/19/89
TTGX	603698	7550	1/19/89
TTGX	157126	7551	1/19/89
TTGX	603022	7552	1/19/89
TTGX	158179	7553	1/19/89
TTGX	160462	7554	1/19/89
TTGX	159322	7555	1/20/89
TTGX	157497	7556	1/19/89
TTGX	253824	7557	1/19/89
TTGX	160928	7558	1/19/89
TTGX	940071	7559	1/20/89
TTGX	604004	7560	1/20/89
TTGX	603395	7561	1/20/89
TTGX	160841	7562	1/20/89
TTGX	159605	7563	1/20/89
TTGX	156081	7564	1/20/89
TTGX	158679	7565	1/20/89
TTGX	160081	7566	1/20/89

Consolidated Rail

0047498-803

P 2 of 2

ATTACHMET A
FULLY ENCLOSED BI-LEVEL AUTO RACKS

AR RK	CAR NUMBER	RACK NUMBER	SERVICE	SHIP DATE
GX	157846	7567	GM	1/24/89
GX	160495	7568	GM	1/24/89
GX	253857	7580	CHRYSLER	1/24/89
GX	159041	7581	CHRYSLER	1/24/89
GX	156128	7582	CHRYSLER	1/24/89
GX	159909	7583	CHRYSLER	1/24/89
GX	157512	7584	CHRYSLER	1/24/89
GX	603130	7585	CHRYSLER	1/24/89
GX	160228	7586	CHRYSLER	1/24/89
GX	604588	7587	CHRYSLER	1/24/89
GX	603758	7588	CHRYSLER	1/24/89
GX	603809	7589	CHRYSLER	1/24/89
GX	159264	7590	CHRYSLER	1/24/89
GX	604278	7591	CHRYSLER	1/24/89
GX	256070	7592	CHRYSLER	1/24/89
GX	965269	7593	CHRYSLER	1/25/89
GX	160251	7594	CHRYSLER	1/25/89
~~GX~~	~~156391~~	7595	CHRYSLER	1/25/89 casualty
GX	941683	7596	CHRYSLER	1/25/89
GX	604122	7597	CHRYSLER	1/25/89
GX	160793	7598	CHRYSLER	1/25/89
GX	603829	7599	CHRYSLER	1/25/89
GX	604471	7600	CHRYSLER	1/25/89
GX	604114	7601	CHRYSLER	1/25/89
GX	157614	7602	CHRYSLER	1/26/89
GX	254008	7603	CHRYSLER	1/26/89
GX	603492	7604	CHRYSLER	1/26/89
GX	159140	7605	CHRYSLER	1/26/89
GX	603515	7606	CHRYSLER	1/26/89
GX	604146	7607	CHRYSLER	1/26/89
GX	160936	7608	CHRYSLER	1/27/89
GX	160031	7609	CHRYSLER	1/27/89
GX	603822	7610	CHRYSLER	1/27/89
GX	963149	7611	CHRYSLER	1/27/89
GX	255251	7612	CHRYSLER	1/27/89
GX	603459	7613	CHRYSLER	1/27/89
GX	604615	7614	CHRYSLER	1/27/89
GX	160969	7615	CHRYSLER	1/27/89
GX	160532	7616	CHRYSLER	1/27/89
GX	159474	7617	CHRYSLER	1/31/89
GX	159646	7618	CHRYSLER	1/31/89
GX	159102	7619	CHRYSLER	1/31/89
GX	603010	7620	CHRYSLER	1/31/89
GX	160655	7621	CHRYSLER	1/31/89
GX	603995	7622	CHRYSLER	1/31/89
GX	159244	7623	CHRYSLER	1/31/89
GX	941595	7624	CHRYSLER	1/31/89
TTGX	604263	7625	CHRYSLER	1/31/89
TTGX	158586	7626	CHRYSLER	1/31/89
~~TTGX~~	~~156129~~	~~7627~~	~~CHRYSLER~~	~~1/31/89~~ CAS
TTGX	603236	7628	CHRYSLER	1/31/89
TTGX	940075	7629	CHRYSLER	1/31/89
TTGX	941295	7630	CHRYSLER	1/31/89
TTGX	603805	7631	CHRYSLER	2/01/89
TTGX	603753	7632	CHRYSLER	2/01/89
TTGX	160905	7633	CHRYSLER	2/01/89
TTGX	253868	7634	CHRYSLER	2/01/89
TTGX	159227	7635	CHRYSLER	2/01/89
TTGX	963735	7636	CHRYSLER	2/01/89
TTGX	941250	7637	CHRYSLER	2/01/89
TTGX	160685	7638	CHRYSLER	2/01/89
TTGX	160845	7639	CHRYSLER	2/01/89
TTGX	604329	7640	CHRYSLER	2/03/89
TTGX	160232	7641	CHRYSLER	2/03/89
TTGX	156074	7642	CHRYSLER	2/03/89
TTGX	941246	7643	CHRYSLER	2/03/89
TTGX	160576	7644	CHRYSLER	2/03/89
TTGX	942435	7645	CHRYSLER	2/03/89
TTGX	160131	7646	CHRYSLER	2/03/89
TTGX	603667	7647	CHRYSLER	2/03/89
TTGX	941312	7648	CHRYSLER	2/03/89
TTGX	160027	7649	CHRYSLER	2/06/89
TTGX	604214	7650	CHRYSLER	2/06/89
TTGX	157015	7651	CHRYSLER	2/06/89
TTGX	160541	7652	CHRYSLER	2/06/89
TTGX	942019	7653	CHRYSLER	2/06/89
TTGX	160507	7654	CHRYSLER	2/06/89
TTGX	963142	7655	CHRYSLER	2/06/89
TTGX	159591	7656	CHRYSLER	2/06/89
~~TTGX~~	~~160941~~	~~7657~~	~~CHRYSLER~~	~~2/06/89~~ CAS
TTGX	157962	7658	CHRYSLER	2/06/89
TTGX	159823	7659	CHRYSLER	2/06/89
TTGX	603857	7660	CHRYSLER	2/06/89
TTGX	604595	7661	CHRYSLER	2/06/89
TTGX	254851	7662	CHRYSLER	2/06/89
TTGX	603558	7663	CHRYSLER	2/06/89
TTGX	603817	7664	CHRYSLER	2/06/89
TTGX	160868	7665	NISSAN	2/07/89
TTGX	941599	7666	NISSAN	2/07/89
TTGX	159774	7667	NISSAN	2/07/89
TTGX	160942	7668	NISSAN	2/07/89
TTGX	603992	7669	NISSAN	2/07/89
TTGX	604364	7670	NISSAN	2/07/89
TTGX	160581	7671	NISSAN	2/07/89
TTGX	159618	7672	NISSAN	2/07/89
TTGX	157195	7673	NISSAN	2/07/89
TTGX	255987	7674	NISSAN	2/07/89
TTGX	604494	7675	NISSAN	2/07/89
TTGX	941313	7676	NISSAN	2/07/89
TTGX	603770	7677	NISSAN	2/07/89
TTGX	160893	7678	NISSAN	2/07/89
TTGX	160200	7679	NISSAN	2/07/89
TTGX	159552	7680	NISSAN	2/07/89
TTGX	962810	7681	NISSAN	2/07/89
TTGX	159827	7682	NISSAN	2/07/89
TTGX	603911	7683	NISSAN	2/07/89
TTGX	160342	7684	NISSAN	2/08/89
TTGX	603034	7685	NISSAN	2/08/89
TTGX	603067	7686	NISSAN	2/08/89
TTGX	604362	7687	NISSAN	2/08/89
TTGX	160936	7688	NISSAN	2/08/89
TTGX	160221	7689	NISSAN	2/08/89
TTGX	941559	7690	NISSAN	2/08/89
TTGX	941274	7691	NISSAN	2/08/89
TTGX	160423	7692	NISSAN	2/08/89
TTGX	940085	7693	NISSAN	2/09/89
TTGX	159343	7694	NISSAN	2/09/89
TTGX	159550	7695	NISSAN	2/09/89
TTGX	604272	7696	NISSAN	2/09/89
TTGX	160223	7697	NISSAN	2/09/89
TTGX	157607	7698	NISSAN	2/09/89
TTGX	160870	7699	NISSAN	2/09/89
TTGX	160094	7700	NISSAN	2/09/89
TTGX	160499	7701	NISSAN	2/09/89
TTGX	603014	7702	NISSAN	2/10/89
TTGX	159713	7703	NISSAN	2/10/89
TTGX	603962	7704	NISSAN	2/10/89
TTGX	160847	7569	GM	2/13/89
TTGX	941253	7570	GM	2/10/89
TTGX	603242	7571	GM	2/10/89
TTGX	964358	7572	GM	2/10/89
TTGX	157163	7573	GM	2/10/89
TTGX	159167	7574	GM	2/10/89
TTGX	156101	7575	GM	2/10/89
TTGX	156421	7576	GM	2/13/89
TTGX	159004	7577	GM	2/13/89
TTGX	941258	7578	GM	2/13/89
TTGX	941153	7579	GM	2/13/89

Lease No. 0047 **Exhibit A**

Page 1. **Recordation Number 16116**

SCHEDULE B

Type	Builder	Quantity	Lessee's Identification Numbers (Both Inclusive)	Base Price Per Unit
Fully-Enclosed Bi-Level Auto Racks	Thrall Manufacturing Company	~~150~~ 148	6705-6854 excluding 6798 casualty 6770	$25,828

ATTACHMET A

FULLY ENCLOSED TRI-LEVEL AUTO RACKS

Exhibit A

Recordation Number 16116

CAR MARK	CAR NUMBER	RACK NUMBER	SERVICE	SHIP DATE
ETTX	700288	6855 CHRYSLER		2/15/89
ETTX	906925	6856 HONDA		1/17/89
ETTX	810007	6857 HONDA		1/20/89
ETTX	810050	6858 HONDA		1/23/89
ETTX	907853	6859 HONDA		1/20/89
ETTX	908155	6860 HONDA		1/20/89
ETTX	803221	6861 HONDA		1/20/89
ETTX	908977	6862 HONDA		1/20/89
ETTX	908568	6863 HONDA		1/20/89
ETTX	902586	6864 HONDA		1/20/89
ETTX	810068	6865 HONDA		1/20/89
ETTX	901648	6866 HONDA		1/23/89
ETTX	906779	6867 HONDA		1/23/89
ETTX	906913	6868 HONDA		1/23/89
ETTX	800775	6869 HONDA		1/23/89
ETTX	800759	6870 HONDA		1/23/89
ETTX	909288	6871 HONDA		1/23/89
ETTX	810203	6872 HONDA		1/23/89
ETTX	906779	6873 HONDA		1/24/89
ETTX	908581	6874 HONDA		1/24/89
ETTX	906903	6875 HONDA		1/24/89
ETTX	800570	6876 HONDA CAS		1/24/89
ETTX	802358	6877 HONDA		1/24/89
ETTX	801062	6878 HONDA		2/06/89
ETTX	900289	6879 HONDA		1/24/89
ETTX	908246	6880 HONDA		1/24/89
ETTX	906715	6881 HONDA		1/25/89
ETTX	810088	6882 HONDA		1/25/89
ETTX	800751	6883 HONDA		1/25/89
ETTX	909299	6884 HONDA		1/25/89
ETTX	906780	6885 HONDA		1/25/89
ETTX	906916	6886 HONDA		1/25/89
ETTX	800829	6887 HONDA		1/25/89
ETTX	906777	6888 HONDA		1/25/89
ETTX	800843	6889 HONDA		1/26/89
ETTX	810199	6890 HONDA		1/26/89
ETTX	803030	6891 HONDA		1/26/89
ETTX	900909	6892 HONDA		1/26/89
ETTX	802991	6893 HONDA		1/26/89
ETTX	906927	6894 HONDA		1/26/89
ETTX	906933	6895 HONDA		1/27/89
ETTX	906923	6896 HONDA		1/27/89
ETTX	906785	6897 HONDA		1/27/89
ETTX	908543	6898 HONDA		1/27/89
ETTX	800824	6899 HONDA		1/27/89
ETTX	900787	6900 HONDA		1/27/89
ETTX	900390	6901 HONDA		1/27/89
ETTX	802398	6902 HONDA		1/27/89
ETTX	906955	6903 HONDA		1/30/89
ETTX	801075	6904 HONDA		1/30/89
ETTX	908952	6905 HONDA		1/30/89
ETTX	909176	6906 HONDA		1/30/89
ETTX	909294	6907 HONDA		1/30/89
ETTX	904011	6908 HONDA		1/30/89
ETTX	980999	6909 HONDA		1/31/89
ETTX	905849	6910 HONDA		1/31/89
ETTX	909306	6911 HONDA		1/31/89
ETTX	909041	6912 HONDA		1/31/89
ETTX	801063	6913 HONDA		1/31/89
ETTX	810004	6914 HONDA		1/31/89
ETTX	901513	6915 HONDA		1/31/89
ETTX	810024	6916 HONDA		2/01/89
ETTX	950311	6917 FORD		2/01/89
ETTX	810025	6918 FORD		2/01/89
ETTX	906775	6919 FORD		2/01/89
ETTX	801341	6920 FORD		2/01/89
ETTX	801032	6921 FORD		2/01/89
ETTX	909136	6922 FORD		2/01/89
ETTX	909278	6923 HONDA		2/01/89
ETTX	810011	6924 FORD		2/02/89
ETTX	800902	6925 FORD		2/02/89
ETTX	810070	6926 FORD		2/02/89
ETTX	901825	6927 FORD		2/02/89
ETTX	906914	6928 FORD		2/02/89
ETTX	800784	6929 FORD		2/02/89
ETTX	905515	6930 FORD		2/02/89
ETTX	909635	6931 FORD		2/03/89
ETTX	802478	6932 FORD		2/03/89
ETTX	803174	6933 FORD		2/03/89
ETTX	902752	6934 FORD		2/03/89
ETTX	908327	6935 FORD		2/03/89
ETTX	802372	6936 FORD		2/03/89
ETTX	908721	6937 FORD CAS		2/03/89
ETTX	803227	6938 FORD		2/06/89
ETTX	905573	6939 FORD		2/06/89
ETTX	906773	6940 FORD		2/06/89
ETTX	908569	6941 FORD		2/06/89
ETTX	801831	6942 FORD		2/06/89
ETTX	907499	6943 FORD		2/06/89
ETTX	800854	6944 FORD		2/07/89
ETTX	810093	6945 FORD		2/07/89
ETTX	908171	6946 FORD		2/07/89
ETTX	909300	6947 FORD		2/07/89
ETTX	800886	6948 FORD		2/07/89
ETTX	910269	6949 FORD		2/07/89
ETTX	908954	6950 HONDA		2/07/89
ETTX	801357	6951 HONDA		2/08/89
ETTX	801020	6952 HONDA		2/08/89
ETTX	810035	6953 HONDA		2/08/89
ETTX	902351	6954 FORD		2/08/89
ETTX	906774	6955 HONDA		2/08/89
ETTX	906902	6956 FORD		2/08/89
ETTX	909636	6957 FORD		2/09/89
ETTX	810012	6958 FORD		2/09/89
ETTX	906935	6959 FORD		2/09/89
ETTX	802409	6960 FORD		2/09/89
ETTX	906930	6961 FORD		2/09/89
ETTX	906932	6962 FORD		2/09/89
ETTX	902522	6963 FORD		2/09/89
ETTX	802315	6964 FORD		2/09/89
ETTX	905539	6965 FORD		2/10/89
ETTX	908782	6966 HONDA		2/10/89
ETTX	909628	6967 FORD		2/10/89 Casualty
ETTX	906929	6968 FORD		2/10/89
ETTX	908178	6969 FORD		2/10/89
ETTX	810055	6970 FORD		2/10/89
ETTX	909634	6971 FORD		2/13/89
ETTX	909497	6972 FORD		2/15/89
ETTX	909527	6973 FORD		2/13/89
ETTX	909040	6974 FORD		2/13/89
ETTX	908570	6975 FORD		2/13/89
ETTX	802370	6976 FORD		2/13/89
ETTX	906912	6977 FORD		2/13/89
ETTX	802293	6978 FORD		2/13/89
ETTX	810188	6979 FORD		2/13/89
ETTX	810074	6980 FORD		2/14/89
ETTX	810144	6981 FORD		2/14/87
ETTX	801755	6982 FORD		2/14/89
ETTX	909311	6983 FORD		2/14/89
ETTX	800911	6984 FORD		2/14/89
ETTX	800875	6985 FORD		2/14/89
ETTX	800901	6986 FORD		2/14/89
ETTX	810010	6987 FORD		2/15/89
ETTX	909393	6988 FORD		2.15/89
ETTX	909284	6989 FORD		2/15/89
ETTX	801628	6990 FORD		2/15/89
ETTX	906781	6991 FORD		2/15/89
ETTX	803052	6992 FORD		2/15/89
ETTX	801046	6993 FORD		2/16/89
ETTX	906918	6994 FORD		2/16/89
ETTX	900296	6995 FORD		2/16/89
ETTX	801064	6996 FORD		2/16/89
ETTX	800789	6997 FORD		2/16/89
ETTX	908911	6998 FORD		2/16/89
ETTX	908975	6999 FORD		2/16/89
ETTX	909283	7000 FORD		2/17/89
ETTX	802441	7001 FORD		2/17/89
ETTX	905807	7002 FORD		2/17/89
ETTX	810100	7003 FORD		2/17/89
ETTX	906776	7004 FORD		2/17/89
ETTX	909998	7006 FORD		2/17/89

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ATTACHMENT A

170 FULLY ENCLOSED BI-LEVEL AUTO RACKS
FORD SERVICE

Consolidated Rail
0047498-804

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE
ETTX	810017	7005	02/20/89
ETTX	803126	7007	02/20/89
ETTX	803228	7008	02/20/89
ETTX	810128	7009	02/20/89
ETTX	909630	7010	02/20/89
ETTX	803012	7011	02/20/89
ETTX	803262	7012	02/20/89
ETTX	802757	7013	02/21/89
ETTX	900743	7014	02/21/89
ETTX	909633	7015	02/21/89
ETTX	905265	7016	02/21/89
ETTX	902220	7017	02/21/89
ETTX	801651	7018	02/21/89
ETTX	905668	7019	02/22/89
ETTX	801033	7020	02/21/89
ETTX	908204	7021	02/22/89
ETTX	909639	7022	02/22/89
ETTX	907346	7023	02/22/89
ETTX	908941	7024	02/22/89
ETTX	803202	7025	02/22/89
ETTX	907477	7026	02/22/89
ETTX	909644	7027	02/23/89
ETTX	909641	7028	02/23/89
ETTX	803192	7029	02/23/89
ETTX	906936	7030	02/27/89
ETTX	906784	7031	02/27/89
ETTX	905582	7032	02/27/89
ETTX	906937	7033	02/27/89
ETTX	906894	7034	02/27/89
~~ETTX~~	~~800873~~	~~7035~~	~~02/27/89~~ Casualty
ETTX	801035	7036	02/27/89
ETTX	909638	7037	02/28/89
ETTX	810172	7038	03/01/89
ETTX	905091	7039	02/28/89
ETTX	906928	7040	02/28/89
ETTX	906931	7041	02/28/89
ETTX	909629	7042	02/28/89
ETTX	803209	7043	02/28/89
ETTX	909637	7044	02/28/89
ETTX	906911	7045	03/02/89
ETTX	904352	7046	03/01/89
ETTX	909640	7047	03/01/89
ETTX	909645	7048	03/01/89
ETTX	909632	7049	03/01/89
ETTX	808188	7050	03/01/89
ETTX	906917	7051	03/01/89
ETTX	908299	7052	03/02/89

tri-level
?

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ATTACHMENT A
FULLY ENCLOSED BI-LEVEL AUTO RACKS
FORD SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE
ETTX	907493	7053	03/02/89
ETTX	803154	7054	03/02/89
ETTX	803215	7055	03/02/89
ETTX	801620	7056	03/02/89
ETTX	901224	7057	03/02/89
ETTX	803015	7058	03/02/89
ETTX	906940	7059	03/03/89
ETTX	802047	7060	03/03/89
~~ETTX~~	~~903494~~	~~7061~~	~~03/03/89~~ casualty
ETTX	909646	7062	03/03/89
ETTX	803020	7063	03/03/89
ETTX	803162	7064	03/03/89
ETTX	907990	7065	03/03/89
ETTX	909643	7066	03/03/89
ETTX	800910	7067	03/06/89
ETTX	905610	7068	03/06/89
ETTX	908541	7069	03/06/89
ETTX	908555	7070	03/06/89
ETTX	810228	7071	03/06/89
ETTX	803242	7072	03/06/89
ETTX	802376	7073	03/06/89
ETTX	810013	7074	03/06/89
ETTX	803010	7075	03/07/89
ETTX	905744	7076	03/07/89
ETTX	810066	7077	03/07/89
ETTX	909631	7078	03/07/89
ETTX	905705	7079	03/07/89
ETTX	907610	7080	03/07/89
ETTX	802328	7081	03/07/89
ETTX	909642	7082	03/07/89
ETTX	908938	7083	03/08/89
ETTX	905630	7084	03/08/89
ETTX	908386	7085	03/08/89
ETTX	801050	7086	03/08/89
ETTX	909698	7087	03/08/89
ETTX	903880	7088	03/08/89
ETTX	909647	7089	03/08/89
ETTX	903592	7090	03/08/89
ETTX	803155	7091	03/09/89
ETTX	902941	7092	03/09/89
ETTX	701145	7093	03/09/89
ETTX	701142	7094	03/09/89
ETTX	701173	7095	03/09/89
ETTX	701166	7096	03/09/89
ETTX	701151	7097	03/09/89
ETTX	701153	7098	03/09/89
ETTX	701137	7099	03/10/89

Consolidated Rail
0047498804

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ATTACHMENT A
FULLY ENCLOSED BI-LEVEL AUTO RACKS
FORD SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE
ETTX	701132	7100	03/10/89
ETTX	701135	7101	03/10/89
ETTX	850301	7102	03/20/89
ETTX	701141	7103	03/10/89
ETTX	850110	7104	03/16/89
ETTX	701131	7105	03/10/89
ETTX	820398	7106	03/10/89
ETTX	820551	7107	03/13/89
ETTX	820267	7108	03/13/89
ETTX	850116	7109	03/16/89
ETTX	850158	7110	03/20/89
ETTX	850092	7111	03/16/89
ETTX	851549	7112	03/13/89
ETTX	701157	7113	03/13/89
ETTX	701163	7114	03/13/89
ETTX	701172	7115	03/14/89
ETTX	701174	7116	03/14/89
ETTX	701171	7117	03/14/89
ETTX	701182	7118	03/14/89
ETTX	701175	7119	03/14/89
ETTX	701170	7120	03/14/89
ETTX	701177	7121	03/14/89
ETTX	701187	7122	03/14/89
ETTX	850166	7123	03/20/89
ETTX	850122	7124	03/20/89
ETTX	701181	7125	03/15/89
ETTX	701167	7126	03/15/89
ETTX	701169	7127	03/15/89
ETTX	701191	7128	03/15/89
ETTX	701188	7129	03/15/89
ETTX	701216	7130	03/15/89
ETTX	701195	7131	03/16/89
ETTX	701176	7132	03/16/89
ETTX	701207	7133	03/16/89
ETTX	701180	7134	03/16/89
ETTX	701198	7135	03/16/89
ETTX	852390	7136	03/16/89
ETTX	701194	7137	03/16/89
ETTX	701193	7138	03/17/89
ETTX	701164	7139	03/17/89
ETTX	701185	7140	03/17/89
ETTX	701219	7141	03/17/89
ETTX	701223	7142	03/17/89
ETTX	701144	7143	03/17/89
ETTX	701154	7144	03/17/89
ETTX	701178	7146	03/17/89
ETTX	701243	7147	03/20/89

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ATTACHMENT A
FULLY ENCLOSED BI-LEVEL AUTO RACKS
FORD SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE
ETTX	701240	7148	03/20/89
ETTX	701237	7149	03/20/89
ETTX	701238	7150	03/20/89
ETTX	853256	7151	03/20/89
ETTX	701236	7152	03/20/89
ETTX	701234	7153	03/20/89
ETTX	701226	7154	03/20/89
ETTX	701227	7155	03/21/89
ETTX	701231	7156	03/21/89
ETTX	701217	7157	03/21/89
ETTX	701233	7158	03/21/89
ETTX	701222	7159	03/21/89
ETTX	701239	7160	03/21/89
ETTX	701229	7161	03/21/89
ETTX	701230	7162	03/21/89
ETTX	851155	7163	03/22/89
ETTX	850107	7164	03/22/89
ETTX	701168	7165	03/22/89
ETTX	850269	7166	03/23/89
ETTX	701155	7167	03/22/89
ETTX	850090	7168	03/23/89
ETTX	701224	7169	03/22/89
ETTX	701256	7170	03/22/89
ETTX	701249	7171	03/23/89
ETTX	701250	7172	03/23/89
ETTX	701259	7173	03/23/89
ETTX	701232	7174	03/23/89
ETTX	701254	7175	03/23/89
ETTX	701253	7176	03/23/89
ETTX	701252	7177	03/23/89
ETTX	701251	7178	03/23/89

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ATTACHMENT A

Exhibit A

FULLY ENCLOSED TRI-LEVEL AUTO RAC

Recordation Number 16116

FORD / CHRYSELR SERVICE

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CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	851914	7145	04/20/89	FORD
ETTX	701258	7179	03/27/89	FORD
ETTX	701241	7180	03/27/89	FORD
ETTX	701257	7181	03/27/89	FORD
ETTX	701133	7182	03/27/89	FORD
ETTX	850456	7183	03/31/89	FORD
ETTX	850543	7184	03/28/89	FORD
ETTX	701244	7185	03/27/89	FORD
ETTX	701225	7186	03/27/89	FORD
ETTX	701218	7187	03/31/89	FORD
ETTX	701196	7188	03/28/89	FORD
ETTX	701245	7189	03/28/89	FORD
ETTX	701246	7190	03/28/89	FORD
ETTX	850828	7191	03/28/89	FORD
ETTX	850219	7192	03/28/89	FORD
ETTX	701298	7193	03/31/89	FORD
ETTX	701295	7194	03/28/89	FORD
ETTX	701291	7195	03/28/89	FORD
ETTX	701301	7196	03/29/89	FORD
ETTX	701297	7197	03/29/89	FORD
ETTX	701215	7198	03/29/89	FORD
ETTX	701139	7199	03/29/89	FORD
ETTX	701281	7200	03/29/89	FORD
ETTX	701271	7201	03/29/89	FORD
ETTX	701290	7202	03/29/89	FORD
ETTX	701285	7203	03/29/89	FORD
ETTX	701288	7204	03/30/89	FORD
ETTX	701282	7205	03/30/89	FORD
ETTX	909649	7206	03/30/89	FORD
ETTX	803234	7207	03/30/89	FORD
ETTX	903575	7208	03/30/89	FORD
ETTX	803161	7209	03/30/89	FORD
ETTX	901540	7210	03/30/89	FORD
ETTX	906942	7211	03/30/89	FORD
ETTX	800168	7212	03/31/89	FORD
ETTX	800753	7213	03/31/89	FORD
ETTX	906939	7214	03/31/89	FORD
ETTX	907470	7215	03/31/89	FORD
ETTX	909501	7216	03/31/89	FORD
ETTX	906963	7217	03/31/89	FORD
ETTX	909496	7218	03/31/89	FORD
ETTX	909650	7219	03/31/89	FORD
ETTX	903587	7220	04/03/89	FORD
ETTX	909626	7221	04/03/89	FORD
ETTX	701260	7222	04/07/89	FORD
ETTX	909961	7223	04/03/89	FORD
ETTX	803256	7224	04/03/89	FORD

ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS
FORD / CHRYSELR SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	802371	7225		
ETTX	905612	7226	04/03/89	FORD
ETTX	908619	7227	04/03/89	FORD
ETTX	901517	7228	04/04/89	FORD
ETTX	701242	7229	04/04/89	FORD
ETTX	906938	7230	04/04/89	FORD
ETTX	906944	7231	04/04/89	FORD
ETTX	906945	7232	04/04/89	FORD
ETTX	906919	7233	04/04/89	FORD
ETTX	803164	7234	04/04/89	FORD
ETTX	901829	7235	04/04/89	FORD
ETTX	701273	7236	04/04/89	FORD
ETTX	906946	7237	04/05/89	FORD
ETTX	905545	7238	04/05/89	FORD
ETTX	909651	7239	04/05/89	FORD
ETTX	906901	7240	04/05/89	FORD
ETTX	701275	7241	04/05/89	FORD
ETTX	701284	7242	04/10/89	FORD
ETTX	710214	7243	04/05/89	FORD
ETTX	701276	7244	04/05/89	FORD
ETTX	701278	7245	04/06/89	FORD
ETTX	701248	7246	04/06/89	FORD
ETTX	701266	7247	04/06/89	FORD
ETTX	701304	7248	04/06/89	FORD
ETTX	701305	7249	04/06/89	FORD
ETTX	701302	7250	04/06/89	FORD
ETTX	701300	7251	04/06/89	FORD
ETTX	701283	7252	04/06/89	FORD
ETTX	701270	7253	04/07/89	FORD
ETTX	701286	7254	04/07/89	FORD
ETTX	701303	7255	04/07/89	FORD
ETTX	701308	7256	04/07/89	FORD
ETTX	701289	7257	04/07/89	FORD
ETTX	701255	7258	04/07/89	FORD
ETTX	701317	7259	04/07/89	FORD
ETTX	701309	7260	04/07/89	FORD
ETTX	701318	7261	04/10/89	FORD
ETTX	701213	7262	04/10/89	FORD
ETTX	701322	7263	04/10/89	FORD
ETTX	701313	7264	04/10/89	FORD
ETTX	701310	7265	04/10/89	FORD
ETTX	701311	7266	04/10/89	FORD
ETTX	701314	7267	04/10/89	FORD
ETTX	701316	7268	04/10/89	FORD
ETTX	701299	7269	04/11/89	FORD
ETTX	701265	7270	04/11/89	FORD
ETTX	701327	7271	04/11/89	FORD
			04/11/89	FORD

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ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS
FORD / CHRYSELR SERVICE

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CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	701328	7272	04/11/89	FORD
ETTX	701319	7273	04/11/89	FORD
ETTX	701341	7274	04/12/89	FORD
ETTX	850195	7275	04/12/89	FORD
ETTX	701330	7276	04/12/89	FORD
ETTX	701326	7277	04/12/89	FORD
ETTX	701337	7278	04/12/89	FORD
ETTX	701315	7279	04/12/89	FORD
ETTX	850159	7280	04/12/89	FORD
ETTX	701336	7281	04/12/89	FORD
ETTX	701342	7282	04/12/89	FORD
ETTX	701235	7283	04/12/89	FORD
ETTX	701323	7284	04/13/89	FORD
ETTX	701338	7285	04/13/89	FORD
ETTX	701247	7286	04/13/89	FORD
ETTX	701324	7287	04/13/89	FORD
ETTX	701261	7288	04/13/89	FORD
ETTX	701263	7289	04/13/89	FORD
ETTX	701228	7290	04/13/89	FORD
ETTX	701272	7291	04/13/89	FORD
ETTX	701277	7292	04/14/89	FORD
ETTX	701321	7293	04/14/89	FORD
ETTX	701264	7294	04/14/89	FORD
ETTX	701296	7295	04/14/89	FORD
ETTX	701307	7296	04/14/89	FORD
ETTX	701279	7297	04/14/89	FORD
ETTX	701293	7298	04/14/89	FORD
ETTX	701335	7299	04/14/89	FORD
ETTX	701351	7300	04/17/89	FORD
ETTX	701352	7301	04/17/89	FORD
ETTX	850123	7302	04/17/89	FORD
ETTX	701294	7303	04/18/89	FORD
ETTX	701212	7304	04/17/89	FORD
ETTX	701306	7305	04/17/89	FORD
ETTX	701312	7306	04/17/89	FORD
ETTX	701211	7307	04/17/89	FORD
ETTX	850167	7308	04/17/89	FORD
ETTX	701340	7309	04/18/89	FORD
ETTX	701349	7310	04/18/89	FORD
ETTX	850216	7311	04/18/89	FORD
ETTX	701350	7312	04/18/89	FORD
ETTX	701332	7313	04/19/89	FORD
ETTX	701287	7314	04/18/89	FORD
ETTX	701339	7315	04/18/89	FORD
ETTX	701329	7316	04/18/89	FORD
ETTX	701345	7317	04/19/89	FORD
ETTX	701331	7318	04/19/89	FORD
			04/19/89	FORD

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ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS
FORD / CHRYSELR SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	701346	7319	04/19/89	FORD
ETTX	701347	7320	04/19/89	FORD
ETTX	701366	7321	04/19/89	FORD
ETTX	701383	7322	04/19/89	FORD
ETTX	701161	7323	04/20/89	FORD
ETTX	701382	7324	04/20/89	FORD
ETTX	701344	7325	04/20/89	FORD
ETTX	701386	7326	04/20/89	FORD
ETTX	701362	7327	04/20/89	FORD
ETTX	701359	7328	04/20/89	FORD
ETTX	701360	7329	04/20/89	FORD
ETTX	701363	7330	04/20/89	FORD
ETTX	701370	7331	04/20/89	FORD
ETTX	701333	7332	04/21/89	FORD
ETTX	701365	7333	04/21/89	FORD
ETTX	701369	7334	04/21/89	FORD
ETTX	701381	7335	04/21/89	FORD
ETTX	701371	7336	04/21/89	FORD
ETTX	701375	7337	04/21/89	FORD
ETTX	701374	7338	04/21/89	FORD

Exhibit A

Recordation Number
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ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS
CHRYSLER SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	701353	7339	04/24/89	CHRYSLER
ETTX	701158	7340	04/24/89	CHRYSLER
ETTX	701162	7341	04/24/89	CHRYSLER
ETTX	701368	7342	04/24/89	CHRYSLER
ETTX	701356	7343	04/24/89	CHRYSLER
ETTX	701358	7344	04/24/89	CHRYSLER
ETTX	701357	7345	04/24/89	CHRYSLER
ETTX	701355	7346	04/24/89	CHRYSLER
ETTX	700595	7347	04/25/89	CHRYSLER
ETTX	701389	7348	04/25/89	CHRYSLER
ETTX	701411	7349	04/25/89	CHRYSLER
ETTX	701364	7350	04/25/89	CHRYSLER
ETTX	701385	7351	04/25/89	CHRYSLER
ETTX	701394	7352	04/25/89	CHRYSLER
ETTX	701409	7353	04/25/89	CHRYSLER
ETTX	701412	7354	04/25/89	CHRYSLER
ETTX	701410	7355	04/26/89	CHRYSLER
ETTX	701426	7356	04/26/89	CHRYSLER
ETTX	701348	7357	04/26/89	CHRYSLER
ETTX	701414	7358	04/26/89	CHRYSLER
ETTX	701422	7359	04/26/89	CHRYSLER
ETTX	701421	7360	04/26/89	CHRYSLER
ETTX	701420	7361	04/26/89	CHRYSLER
ETTX	701423	7362	04/26/89	CHRYSLER
ETTX	701408	7363	04/27/89	CHRYSLER
ETTX	701405	7364	04/27/89	CHRYSLER
ETTX	701274	7365	04/27/89	CHRYSLER
ETTX	701418	7366	04/27/89	CHRYSLER
ETTX	701354	7367	04/27/89	CHRYSLER
ETTX	701401	7368	04/27/89	CHRYSLER
ETTX	701397	7369	04/27/89	CHRYSLER
ETTX	850187	7370	04/27/89	CHRYSLER
ETTX	850228	7371	04/28/89	CHRYSLER
ETTX	851431	7372	05/06/89	CHRYSLER
ETTX	850197	7373	04/28/89	CHRYSLER
ETTX	700315	7374	05/06/89	CHRYSLER
ETTX	820009	7375	04/28/89	CHRYSLER
ETTX	701148	7376	04/28/89	CHRYSLER
ETTX	701433	7377	05/01/89	CHRYSLER
ETTX	701450	7378	05/01/89	CHRYSLER
ETTX	850222	7379	05/06/89	CHRYSLER
ETTX	701407	7380	05/01/89	CHRYSLER
ETTX	701437	7381	05/01/89	CHRYSLER
ETTX	701432	7382	05/01/89	CHRYSLER
ETTX	701160	7383	05/01/89	CHRYSLER
ETTX	701429	7384	05/01/89	CHRYSLER
ETTX	701428	7385	05/02/89	CHRYSLER

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ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS
CHRYSLER SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	701460	7386	05/02/89	CHRYSLER
ETTX	701444	7387	05/02/89	CHRYSLER
ETTX	701463	7388	05/02/89	CHRYSLER
ETTX	701457	7389	05/02/89	CHRYSLER
ETTX	701443	7390	05/02/89	CHRYSLER
ETTX	701431	7391	05/02/89	CHRYSLER
ETTX	701464	7392	05/02/89	CHRYSLER
ETTX	701461	7393	05/03/89	CHRYSLER
ETTX	701473	7394	05/03/89	CHRYSLER
ETTX	701465	7395	05/03/89	CHRYSLER
ETTX	701469	7396	05/03/89	CHRYSLER
ETTX	701467	7397	05/03/89	CHRYSLER
ETTX	701455	7398	05/03/89	CHRYSLER
ETTX	701416	7399	05/03/89	CHRYSLER
ETTX	701459	7400	05/03/89	CHRYSLER
ETTX	701468	7401	05/04/89	CHRYSLER
ETTX	701487	7402	05/04/89	CHRYSLER
ETTX	701471	7403	05/04/89	CHRYSLER
ETTX	701497	7404	05/04/89	CHRYSLER
ETTX	701484	7405	05/04/89	CHRYSLER
ETTX	701477	7406	05/04/89	CHRYSLER
ETTX	701476	7407	05/04/89	CHRYSLER
ETTX	701406	7408	05/04/89	CHRYSLER
ETTX	701466	7409	05/05/89	CHRYSLER
ETTX	701400	7410	05/05/89	CHRYSLER
ETTX	701467	7411	05/05/89	CHRYSLER
ETTX	701458	7412	05/05/89	CHRYSLER
ETTX	701439	7413	05/05/89	CHRYSLER
ETTX	701470	7414	05/05/89	CHRYSLER
ETTX	701472	7415	05/05/89	CHRYSLER
ETTX	701466	7416	05/05/89	CHRYSLER
ETTX	701438	7417	05/08/89	CHRYSLER
ETTX	701143	7418	05/08/89	CHRYSLER
ETTX	701138	7419	05/08/89	CHRYSLER
ETTX	701152	7420	05/08/89	CHRYSLER
ETTX	701480	7421	05/08/89	CHRYSLER
ETTX	701294	7422	05/08/89	CHRYSLER
ETTX	701478	7423	05/08/89	CHRYSLER
ETTX	701490	7424	05/09/89	CHRYSLER
ETTX	701496	7425	05/09/89	CHRYSLER
ETTX	701440	7426	05/09/89	CHRYSLER
ETTX	850133	7427	05/09/89	CHRYSLER
ETTX	701482	7428	05/09/89	CHRYSLER
ETTX	701483	7429	05/09/89	CHRYSLER
ETTX	701481	7430	05/09/89	CHRYSLER
ETTX	701491	7431	05/09/89	CHRYSLER
ETTX	850201	7432	05/10/89	CHRYSLER

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ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS
CHRYSLER SERVICE

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	701489	7433	05/10/89	CHRYSLER
ETTX	701448	7434	05/10/89	CHRYSLER
ETTX	701445	7435	05/10/89	CHRYSLER
ETTX	701494	7436	05/10/89	CHRYSLER
ETTX	701499	7437	05/10/89	CHRYSLER
ETTX	701506	7438	05/10/89	CHRYSLER
ETTX	701503	7439	05/10/89	CHRYSLER
ETTX	701493	7440	05/10/89	CHRYSLER
ETTX	701535	7441	05/11/89	CHRYSLER
ETTX	701527	7442	05/11/89	CHRYSLER
ETTX	701452	7443	05/11/89	CHRYSLER
ETTX	701533	7444	05/11/89	CHRYSLER
ETTX	701528	7445	05/11/89	CHRYSLER
ETTX	701536	7446	05/11/89	CHRYSLER
ETTX	701542	7447	05/11/89	CHRYSLER
ETTX	701526	7448	05/11/89	CHRYSLER
ETTX	701507	7449	05/11/89	CHRYSLER
ETTX	701541	7450	05/12/89	CHRYSLER
ETTX	701514	7451	05/12/89	CHRYSLER
ETTX	701505	7452	05/12/89	CHRYSLER
ETTX	701495	7453	05/12/89	CHRYSLER
ETTX	701502	7454	05/12/89	CHRYSLER
ETTX	701510	7455	05/12/89	CHRYSLER
ETTX	701511	7456	05/12/89	CHRYSLER
ETTX	701525	7457	05/12/89	CHRYSLER
ETTX	701509	7458	05/15/89	CHRYSLER
ETTX	701515	7459	05/15/89	CHRYSLER
ETTX	701516	7460	05/15/89	CHRYSLER
ETTX	701518	7461	05/15/89	CHRYSLER
ETTX	701508	7462	05/15/89	CHRYSLER
ETTX	701513	7463	05/15/89	CHRYSLER
ETTX	701522	7464	05/15/89	CHRYSLER
ETTX	701521	7465	05/15/89	CHRYSLER
ETTX	701492	7466	05/16/89	CHRYSLER
ETTX	701498	7467	05/16/89	CHRYSLER
ETTX	701512	7468	05/16/89	CHRYSLER
ETTX	701501	7469	05/16/89	CHRYSLER
ETTX	701479	7470	05/16/89	CHRYSLER
ETTX	701517	7471	05/16/89	CHRYSLER
ETTX	701523	7472	05/16/89	CHRYSLER
ETTX	701534	7473	05/16/89	CHRYSLER
ETTX	701524	7474	05/16/89	CHRYSLER
ETTX	701552	7475	05/16/89	CHRYSLER
ETTX	701559	7476	05/16/89	CHRYSLER
ETTX	701561	7477	05/16/89	CHRYSLER
ETTX	701540	7478	05/16/89	CHRYSLER
ETTX	701456	7479	05/16/89	CHRYSLER

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Exhibit A

Recordation Number 16370

ATTACHMENT A
FULLY ENCLOSED BI-LEVEL AUTO
MANUFACTURED BY THRALL CAR MANUFACTU

Eighty (80) fully enclosed bi-level automobil
by Thrall Car Manufacturing Company.

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE
TTGX	253750	40080	03/20/89
TTGX	160886	40081	03/20/89
TTGX	160932	40082	03/20/89
TTGX	158596	40083	03/20/89
TTGX	160898	40084	03/20/89
TTGX	159553	40085	03/20/89
TTGX	156205	40086	03/20/89
TTGX	604610	40087	03/20/89
TTGX	603692	40088	03/20/89
TTGX	160825	40089	03/20/89
TTGX	160169	40090	03/20/89
TTGX	253586	40091	03/20/89
TTGX	160839	40092	03/20/89
TTGX	254899	40093	03/21/89
TTGX	603134	40094	03/21/89
TTGX	603468	40095	03/21/89
TTGX	604621	40096	03/21/89
TTGX	253521	40097	03/21/89
TTGX	160491	40098	03/21/89
TTGX	253506	40099	03/21/89
TTGX	159334	40100	03/22/89
TTGX	160306	40101	03/22/89
TTGX	604294	40102	03/22/89
TTGX	604121	40103	03/22/89
TTGX	160943	40104	03/22/89
TTGX	253744	40105	03/22/89
TTGX	604084	40106	03/23/89
TTGX	253255	40107	03/27/89
TTGX	253509	40108	03/22/89
TTGX	255944	40109	03/23/89
TTGX	253392	40110	03/23/89
TTGX	604259	40111	03/23/89
TTGX	159363	40112	03/23/89
TTGX	603204	40113	03/23/89
TTGX	253768	40114	03/23/89
TTGX	253126	40115	03/23/89
TTGX	603858	40116	03/23/89
TTGX	160115	40117	03/23/89
TTGX	159355	40118	03/23/89
TTGX	160505	40119	03/27/89
TTGX	942857	40120	03/27/89
TTGX	253649	40121	03/27/89
TTGX	160926	40122	03/17/89
TTGX	156719	40123	03/27/89
TTGX	253306	40124	03/27/89
TTGX	604200	40125	03/27/89
TTGX	156582	40126	03/27/89
TTGX	159389	40127	03/17/89
TTGX	157837	40128	03/27/89
TTGX	253347	40129	03/28/89
TTGX	156494	40130	03/28/89
TTGX	604033	40131	03/28/89
TTGX	253225	40132	03/28/89
TTGX	156196	40133	03/28/89
TTGX	253442	40134	03/28/89
TTGX	156676	40135	03/28/89
TTGX	253551	40136	03/28/89
TTGX	160204	40137	03/28/89
TTGX	158562	40138	03/28/89
TTGX	159871	40139	03/29/89
TTGX	253640	40140	03/29/89
TTGX	160903	40141	03/29/89
TTGX	160622	40142	03/29/89
TTGX	253735	40143	03/29/89
TTGX	156733	04144	03/29/89
TTGX	253360	40145	03/29/89
TTGX	160823	40146	03/29/89
TTGX	158035	40147	03/29/89
TTGX	604229	40148	03/29/89
TTGX	158181	40149	03/30/89
TTGX	253425	40150	03/30/89
TTGX	604635	40151	03/30/89
TTGX	604086	40152	03/30/89
TTGX	160358	40153	03/30/89
TTGX	160419	40154	03/30/89
TTGX	160237	40155	03/30/89
TTGX	159224	40156	03/30/89
TTGX	160456	40157	03/30/89
TTGX	253644	40158	03/31/89
TTGX	603812	40159	03/31/89

LESSOR:
PITNEY BOWES CREDIT CORPORATION

BY: [signature]

TITLE: L.D. OSMANSKI Vice President Operations

DATE: 5-23-89

LESSEE:
SOO LINE RAILROAD COMPANY

BY: [signature]

TITLE: Senior Vice President Distribution Services

DATE: 5/23/89

Exhibit A

Recordation Number 16696

12/27/89

ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACK

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	905181	CR8565	12/07/89	FORD
ETTX	800860	CR8566	12/08/89	FORD
ETTX	800199	CR8567	12/07/89	FORD
ETTX	909803	CR8568	12/07/89	FORD
ETTX	810192	CR8569	12/08/89	FORD
ETTX	908664	CR8570	12/08/89	FORD
ETTX	905245	CR8571	12/08/89	FORD
ETTX	909792	CR8572	12/08/89	FORD
ETTX	908695	CR8573	12/08/89	FORD
ETTX	909789	CR8574	12/08/89	FORD
ETTX	903514	CR8575	12/08/89	FORD
ETTX	801272	CR8576	12/08/89	FORD
ETTX	909805	CR8577	12/11/89	FORD
ETTX	909804	CR8578	12/11/89	FORD
ETTX	801642	CR8579	12/11/89	FORD
ETTX	802630	CR8580	12/11/89	FORD
ETTX	801641	CR8581	12/11/89	FORD
ETTX	904337	CR8582	12/11/89	FORD
ETTX	801785	CR8583	12/11/89	FORD
ETTX	801796	CR8584	12/11/89	FORD
ETTX	909798	CR8585	12/11/89	FORD
ETTX	901223	CR8586	12/12/89	FORD
ETTX	908673	CR8587	12/12/89	FORD
ETTX	901656	CR8588	12/12/89	FORD
ETTX	905147	CR8589	12/12/89	FORD
ETTX	901355	CR8590	12/12/89	FORD
ETTX	810052	CR8591	12/12/89	FORD
ETTX	900737	CR8592	12/12/89	FORD
ETTX	905675	CR8593	12/12/89	FORD
ETTX	905709	CR8594	12/12/89	FORD
ETTX	908969	CR8595	12/12/89	FORD
ETTX	909807	CR8596	12/13/89	FORD
ETTX	801260	CR8597	12/13/89	FORD
ETTX	908742	CR8598	12/13/89	FORD
ETTX	909806	CR8599	12/13/89	FORD
ETTX	802732	CR8600	12/13/89	FORD
~~ETTX~~	~~802469~~	~~CR8601~~	~~12/14/89~~	~~FORD~~ Disposed
ETTX	905495	CR8602	12/13/89	FORD
ETTX	900770	CR8603	12/13/89	FORD
ETTX	908067	CR8604	12/13/89	FORD
ETTX	908649	CR8605	12/14/89	FORD
ETTX	900738	CR8606	12/14/89	FORD
ETTX	909809	CR8607	12/14/89	FORD
ETTX	802339	CR8608	12/22/89	FORD
ETTX	902134	CR8609	12/14/89	FORD
ETTX	908792	CR8610	12/14/89	FORD
ETTX	801552	CR8611	12/14/89	FORD
ETTX	909802	CR8612	12/14/89	FORD

Consolidated Rail
0097589-801
Page 1 of 3

ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	802699	CR8613	12/14/89	FORD
ETTX	909799	CR8614	12/15/89	FORD
ETTX	802787	CR8615	12/15/89	FORD
ETTX	905124	CR8616	12/15/89	FORD
ETTX	909198	CR8617	12/15/89	FORD
ETTX	909528	CR8618	12/15/89	FORD
ETTX	909810	CR8619	12/15/89	FORD
ETTX	908778	CR8620	12/15/89	FORD
ETTX	800858	CR8621	12/15/89	FORD
ETTX	907513	CR8622	12/16/89	FORD
ETTX	905500	CR8623	12/16/89	FORD
ETTX	908231	CR8624	12/16/89	FORD
ETTX	907413	CR8625	12/16/89	FORD
ETTX	801791	CR8626	12/16/89	FORD
ETTX	900816	CR8627	12/16/89	FORD
ETTX	908392	CR8628	12/16/89	FORD
ETTX	909812	CR8629	12/16/89	FORD
ETTX	908278	CR8630	12/19/89	TOYOTA
ETTX	802755	CR8631	12/19/89	TOYOTA
ETTX	800009	CR8632	12/19/89	TOYOTA
ETTX	909408	CR8633	12/19/89	TOYOTA
ETTX	909813	CR8634	12/19/89	TOYOTA
ETTX	801248	CR8635	12/19/89	TOYOTA
ETTX	801757	CR8636	12/19/89	TOYOTA
ETTX	908796	CR8637	12/19/89	TOYOTA
ETTX	909196	CR8638	12/19/89	TOYOTA
ETTX	907239	CR8639	12/19/89	TOYOTA
ETTX	802709	CR8640	12/19/89	TOYOTA
ETTX	909401	CR8641	12/19/89	TOYOTA
ETTX	802760	CR8642	12/19/89	TOYOTA
ETTX	802783	CR8643	12/19/89	TOYOTA
ETTX	907805	CR8644	12/20/89	TOYOTA
ETTX	909414	CR8645	12/20/89	TOYOTA
ETTX	905740	CR8646	12/20/89	TOYOTA
ETTX	802954	CR8647	12/20/89	TOYOTA
ETTX	905241	CR8648	12/20/89	TOYOTA
ETTX	801636	CR8649	12/20/89	TOYOTA
ETTX	802788	CR8650	12/20/89	TOYOTA
ETTX	800339	CR8651	12/20/89	TOYOTA
ETTX	905284	CR8652	12/20/89	TOYOTA
ETTX	801766	CR8653	12/20/89	TOYOTA
ETTX	909808	CR8654	12/21/89	TOYOTA
ETTX	801604	CR8655	12/21/89	TOYOTA
ETTX	908396	CR8656	12/21/89	TOYOTA
ETTX	901232	CR8657	12/21/89	TOYOTA
ETTX	908997	CR8658	12/21/89	TOYOTA
ETTX	802407	CR8659	12/21/89	TOYOTA
ETTX	904482	CR8660	12/21/89	TOYOTA

Consolidated Rail
0047589-801
page 2 of 3

ATTACHMENT A
FULLY ENCLOSED TRI-LEVEL AUTO RACKS

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
ETTX	908790	CR8661	12/21/89	TOYOTA
ETTX	810143	CR8662	12/21/89	TOYOTA
ETTX	907870	CR8663	12/22/89	TOYOTA
ETTX	904516	CR8664	12/22/89	TOYOTA
~~ETTX~~	~~801280~~	~~CR8665~~	~~12/22/89~~	~~TOYOTA~~ Disposed
ETTX	801781	CR8666	12/22/89	TOYOTA
ETTX	908366	CR8667	12/22/89	TOYOTA
ETTX	907643	CR8668	12/22/89	TOYOTA
ETTX	802798	CR8669	12/22/89	TOYOTA
ETTX	905568	CR8670	12/22/89	TOYOTA
ETTX	810194	CR8671	12/22/89	TOYOTA
ETTX	801645	CR8672	12/22/89	TOYOTA

Consolidated Rail
004589-801
page 3 of 3

Exhibit A

Recordation Number 16722

This schedule is attached to and made a part of Lease Schedule 801 dated as of 12/20, 1989 to Master Equipment Lease Agreement No. 0055111 dated as of 12/20, 1989 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
25	Trinity Industries, Inc's 25,498 Gallon, DOT 111A100W1 Railroad Tank Car Registration Numbers as follows:	BPOX 25001 BPOX 25002 BPOX 25003 BPOX 25004 BPOX 25005 BPOX 25006 BPOX 25007 BPOX 25008 BPOX 25009 BPOX 25010 BPOX 25011 BPOX 25012 BPOX 25013 BPOX 25014 BPOX 25015 BPOX 25016 BPOX 25017 BPOX 25018 BPOX 25019 BPOX 25020 BPOX 25021 BPOX 25022 BPOX 25023 BPOX 25024 BPOX 25025

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: John A Vallis

Printed Name: John A. Vallis

Title: Region Credit Manager

LESSEE:

BP OIL COMPANY

By: [signature]

Printed Name: [illegible]

Title: [illegible]

MSTRSCHA

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 801 dated as of November 8, 1990 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
17 ~~35~~	x SEVENTEEN ~~Thirty-Five~~ Trinity Industries, Inc. Rail Tank Cars.	RPBX17100 RPBX17101 RPBX17102 RPBX17103 RPBX17104 RPBX17105 RPBX17106 RPBX17107 RPBX17109 RPBX17110 RPBX17111 RPBX17112 RPBX17113 RPBX17114 RPBX17115 RPBX17116 RPBX17117

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

By: _____
Printed Name: L.D. OSMANSKI
Title: Vice President Operations

LESSEE:
Rhone-Poulenc, Inc.

By: x _____
Printed Name: x N. WEYENETH
Title: x Treasurer

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 802 dated as of Nov. 16, 1990 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17108 RPBX17118 RPBX17119 RPBX17120 RPBX17122 RPBX17123 RPBX17124 RPBX17125 RPBX17126 RPBX17127 RPBX17130 RPBX17135

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: L.D. OSMANSKI

Title: Vice President Operations

LESSEE:

Rhone-Poulenc, Inc.

By: x _____

Printed Name: x MIGUELON h. WEYENET

Title: x Treasurer

MSTRSCHA
1/90

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 803 dated as of December 19, 1990 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17121 RPBX17129 RPBX17131 RPBX17133 RPBX17132 RPBX17134 RPBX17136 ~~RPBX17137~~ cancelled RPBX17139 RPBX17140 RPBX17142 RPBX17147

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: L.D. OSMANSKI

Title: Vice President Operations

LESSEE:

Rhone-Poulenc, Inc.

By: _____
Miquelon L. Weyeneth

Printed Name: Treasurer

Title: 12/19/90

MSTRSCHA
1/90

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 804 dated as of December 21, 1990 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17141 RPBX17143 RPBX17145 RPBX17148 RPBX17128 RPBX17138 RPBX17144 RPBX17150 RPBX17151 RPBX17154 RPBX17155 RPBX17157

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: L.D. OSMANSKI

Title: Vice Pres. Ops.

LESSEE:

Rhone-Poulenc, Inc.

By: _____

Printed Name: MIQUELON L. WEYENETH

Title: TREASURER

MSTRSCHA
1/90

PBCC
Pitney Bowes Credit Corporation

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 806 dated as of January 30, 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
19 Nineteen	Trinity Industries, Inc. Rail Tank Cars	RPBX17146 RPBX17149 RPBX17161 RPBX17162 RPBX17163 ~~RPBX17164~~ RPBX17166 RPBX17169 RPBX17170 RPBX17171 RPBX17172 RPBX17173 RPBX17174 RPBX17176 RPBX17178 RPBX17179 ~~RPBX17180~~ RPBX17181 RPBX17182

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: T. D. OSMANSKI

Title: Vice President Operations

LESSEE:

Rhone-Poulenc, Inc.

By: x Miquelon L. Weyeneth

Printed Name: x Miquelon L. Weyeneth

Title: x Treasurer

MSTRSCHA
1/90

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 807 dated as of February 25, 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
13 Thirteen	Trinity Industries, Inc. Rail Tank Cars	RPBX17152 RPBX17168 ~~RPBX17175~~ casualty RPBX17177 RPBX17183 RPBX17184 RPBX17187 RPBX17188 RPBX17189 RPBX17190 RPBX17191 RPBX17193 RPBX17194

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: L.D. OSMANSKI

Title: Vice President Operations

LESSEE:

Rhone-Poulenc, Inc.

By: _____

Printed Name: Miquelon L. Weyeneth

Title: Treasurer

MSTRSCHA
1/90

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 808 dated as of March 18, 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
7 Seven	Trinity Industries, Inc. Rail Tank Cars	RPBX17185 RPBX17186 RPBX17192 RPBX17195 RPBX17197 RPBX17198 RPBX17202

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: L D Osmanski

Printed Name: L D OSMANSKI

Title: Vice President Operations

LESSEE:

Rhone-Poulenc, Inc.

By: Miquelon L. Weyeneth

Printed Name: Miquelon L.Weyeneth

Title: Treasurer

MSTRSCHA
1/90

Exhibit A

Recordation Number 17040

This schedule is attached to and made a part of Lease Schedule 809 dated as of April 3, , 1991 to Master Equipment Lease Agreement No. 0056135 dated as of Sept. 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
12 Twelve	Trinity Industries, Inc. Rail Tank Cars	RPBX17196 RPBX17199 RPBX17200 RPBX17201 RPBX17203 RPBX17204 RPBX17205 RPBX17206 RPBX17207 RPBX17208 RPBX17209 RPBX17210

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: John A. Vallis

Printed Name: John A. Vallis

Title: Region Credit Manager

LESSEE:

Rhone-Poulenc, Inc.

By: x Madeleine Weyenberg

Printed Name: x MADELEINE L. WEYENBERG

Title: x Treasurer

MSTRSCHA
1/90

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 810 dated as of October 23, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
20	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23168 RPBX23170 RPBX23172 RPBX23173 RPBX23175 RPBX23176 RPBX23177 RPBX23178 RPBX23179 RPBX23180 RPBX23199 RPBX23192 RPBX23181 RPBX23189 RPBX23190 RPBX23185 RPBX23188 RPBX23182 RPBX23183 RPBX23184

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: Matthew Donovan

Printed Name: Matthew Donovan

Title: Region Credit Manager

LESSEE:

Rhone-Poulenc Inc.

By: X Lois H. Fuchs

Printed Name: X Lois H. Fuchs

Title: X Treasurer

MSTRSCHA
1/90

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 811 dated as of October 28, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
37	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23196
		RPBX23228
		RPBX23233
		RPBX23221
		RPBX23217
		RPBX23220
		RPBX23191
		RPBX23244
		RPBX23234
		RPBX23203
		RPBX23231
		RPBX23174
		RPBX23198
		RPBX23200
		RPBX23201
		RPBX23206
		RPBX23204
		RPBX23187
		RPBX23193
		RPBX23212
		RPBX23209
		RPBX23207
		RPBX23219
		RPBX23214
		RPBX23216
		RPBX23218
		RPBX23211
		RPBX23227
		RPBX23232
		RPBX23202
		RPBX23223
		RPBX23226
		RPBX23245
		RPBX23253
		RPBX23165
		RPBX23251
		RPBX23186

plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

By: [signature]
Printed Name: Matthew Donovan
Title: Region Credit Manager

LESSEE:
Rhone-Poulenc Inc.

By: X Lois H. Fuchs
Printed Name: X
Title: X Lois H. Fuchs Treasurer

MSTPSCHA 1/90

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 812 dated as of November 9th, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
20	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23272 RPBX23269 RPBX23247 RPBX23164 RPBX23261 RPBX23263 RPBX23258 RPBX23254 RPBX23257 RPBX23268 RPBX23166 RPBX23265 RPBX23284 RPBX23262 RPBX23171 RPBX23255 RPBX23264 RPBX23282 RPBX23238 RPBX23280

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

By: Matthew Donovan
Printed Name: MATTHEW DONOVAN
Title: Region Credit Manager

LESSEE:
Rhone-Poulenc Inc.

By: X Lois H. Fuchs
Printed Name: X Lois H. Fuchs Treasurer
Title: X Treasurer

MSTRSCHA 1/90

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 813 dated as of December 1st, 1992 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
17	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23208 RPBX23286 RPBX23279 RPBX23283 RPBX23273 RPBX23246 RPBX23248 RPBX23215 RPBX23235 RPBX23205 RPBX23197 RPBX23222 RPBX23210 RPBX23237 RPBX23242 RPBX23240 RPBX23213

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

By: Matthew Donoday
Printed Name: Matthew Donoday
Title: Region Credit Manager

LESSEE:
Rhone-Poulenc Inc.

By: X Lois H. Fuchs
Printed Name: X Lois H. Fuchs
Title: X Treasurer

MSTRSCHA 1/90

Attachment #5 to Appendix
to Policy No. RVIRR002-09

Exhibit A

Recordation Number 17040-A

This schedule is attached to and made a part of Lease Schedule 814 dated of December 18, 1992 to Master Equipment Lease Agreement No. 0056135 dated as September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and t undersigned Lessee.

Quantity	Equipment Description	Serial No.
30	Union Tank Car Company, DOT 111A100W2, Sulfuric Acid Tank Cars with 13,684 gallon capacity	RPBX23163
		RPBX23167
		RPBX23169
		RPBX23194
		RPBX23195
		RPBX23224
		RPBX23225
		RPBX23229
		RPBX23230
		RPBX23236
		RPBX23239
		RPBX23241
		RPBX23243
		RPBX23249
		RPBX23250
		RPBX23252
		RPBX23256
		RPBX23259
		RPBX23260
		RPBX23266
		RPBX23267
		RPBX23270
		RPBX23271
		RPBX23274
		RPBX23275
		RPBX23276
		RPBX23277
		RPBX23278
		RPBX23281
		RPBX23285

ORIGINAL

Plus all accessories and attachments.

This schedule is hereby verified correct and undersigned acknowledges receipt of copy.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

By: Matthew Dojnan
Printed Name: Matthew Dojnan
Title: Region Credit Manager

LESSEE:
Rhone-Poulenc Inc.

By: David R. Segal
Printed Name: Assistant Treasurer
Title: David R. Segal

MSTRSCHA 1/90

Exhibit A

Recordation Number 17040-B

SCHEDULE
Equipment I

This schedule is attached to and made a part of Lease Schedule 815 dated as of August 19, 19 94 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Running Nos.
20	Union Tank Car Phosphoric Acid Tank Cars with 15,470 gallon capacity, DOT 111A100W1	RPBX 17300 RPBX 17301 RPBX 17302 RPBX 17303 RPBX 17304 RPBX 17305 RPBX 17306 RPBX 17307 RPBX 17308 RPBX 17309 RPBX 17310 RPBX 17311 RPBX 17312 RPBX 17313 RPBX 17314 RPBX 17315 RPBX 17316 RPBX 17317 RPBX 17318 RPBX 17319

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: _____

Title: _____

MICHAEL J. LEYH
Vice President
Credit/Operations

LESSEE:

Rhone-Poulenc Inc.

By: _____

Printed Name: David R. Segal

Title: Assistant Treasurer

Exhibit A

SCHEDULE
Equipment **Recordation Number 17040-C**

This schedule is attached to and made a part of Lease Schedule 816 dated as of November 3, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description
Twenty (20)	Union Tank Railcars, DOT 111A100W2 with the following reporting marks:

RPBX 23500	RPBX 23511
RPBX 23501	RPBX 23512
RPBX 23502	RPBX 23513
RPBX 23503	RPBX 23515
RPBX 23505	RPBX 23516
RPBX 23506	RPBX 23517
RPBX 23507	RPBX 23518
RPBX 23508	RPBX 23521
RPBX 23509	RPBX 23524
RPBX 23510	RPBX 23525

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: [illegible] LEYH

Title: Vice President Credit Operations

LESSEE:

RHONE-POULENC INC.

By: _____

Printed Name: John M. Iatesta

Title: Senior Corporate Counsel and Assistant Secretary

Exhibit A

SCHEDULE
Equipment

Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 817 dated as of November 15, , 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24 , 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description
Twenty (20)	Union Tank Railcars, DOT 111A100W2 with the following reporting marks:

RPBX 23514	RPBX 23532
RPBX 23519	RPBX 23533
RPBX 23520	RPBX 23534
RPBX 23522	RPBX 23536
RPBX 23523	RPBX 23537
RPBX 23526	RPBX 23540
RPBX 23527	RPBX 23541
RPBX 23528	RPBX 23543
RPBX 23529	RPBX 23544
RPBX 23530	RPBX 23548

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: _____

Title: MICHAEL J. LEYH Vice President

LESSEE:

RHONE-POULENC INC.

By: _____

Printed Name: John M Tatesta

Title: ~~Senior Vice Pres.~~ Corporate Counsel and Asst Secretary

SCHEDULE
Equipment

Exhibit A

Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 818 dated as of December 5, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description
Twenty (20)	Union Tank Railcars, DOT 111A100W2 with the following reporting marks:

RPBX 23535	RPBX 23556
RPBX 23538	RPBX 23557
RPBX 23545	RPBX 23560
RPBX 23546	RPBX 23562
RPBX 23547	RPBX 23563
RPBX 23549	RPBX 23564
RPBX 23550	RPBX 23565
RPBX 23551	RPBX 23566
RPBX 23554	RPBX 23570
RPBX 23555	RPBX 23571

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: MICHAEL J. LEVH

Title: Vice President Credit/Operations

LESSEE:

RHONE-POULENC INC.

By: John M. Iatesta

Printed Name: John M. Iatesta

Title: Senior Corporate Counsel and Assistant Secretary

Exhibit A

SCHEDULE
Equipment]

Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 819 dated as of December 21, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description
Twenty (20)	Union Tank Railcars, DOT 111A100W2 with the following reporting marks:

RPBX 23531	RPBX 23572
RPBX 23539	RPBX 23573
RPBX 23542	RPBX 23574
RPBX 23553	RPBX 23575
RPBX 23558	RPBX 23577
RPBX 23559	RPBX 23578
RPBX 23561	RPBX 23579
RPBX 23567	RPBX 23580
RPBX 23568	RPBX 23581
RPBX 23569	RPBX 23583

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: MICHAEL J. LEYH

Title: Vice President Credit/Operations

LESSEE:

RHONE-POULENC INC.

By: John M Iatesta

Printed Name: John M Iatesta

Title: Assistant Secretary

SCHEDULE
Equipment

Exhibit A

Recordation Number 17040-C

This schedule is attached to and made a part of Lease Schedule 820 dated as of December 26, 1995 to Master Equipment Lease Agreement No. 0056135 dated as of September 24, 1990 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description

Twenty Five (25) Union Tank Railcars, DOT 111A100W2 with the following reporting marks:

RPBX 23504	RPBX 23593
RPBX 23552	RPBX 23594
RPBX 23576	RPBX 23595
RPBX 23582	RPBX 23596
RPBX 23584	RPBX 23597
RPBX 23585	RPBX 23598
RPBX 23586	RPBX 23599
RPBX 23587	RPBX 23600
RPBX 23588	RPBX 23601
RPBX 23589	RPBX 23602
RPBX 23590	RPBX 23603
RPBX 23591	RPBX 23604
RPBX 23592	

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:	LESSEE:
PITNEY BOWES CREDIT CORPORATION	RHONE-POULENC INC.
By:	By:
Printed Name: MICHAEL J. LEYH	Printed Name: John M Iatesta
Title: Vice President Credit/Operations	Title: Senior Corporate Counsel and Assistant Secretary

Exhibit A

Recordation Number 17583

This schedule is attached to and made a part of Lease Schedule 801 dated as of October 30, 1991 to Master Equipment Lease Agreement No. 0056432 dated as of October 30, 1991 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description
One Hundred (100)	New 100-ton, tree length log railway freight cars manufactured by Bethlehem Steel Corporation. Registration Numbers as follows:

UCSX2015	UCSX2019	UCSX2001	UCSX2006
UCSX2029	UCSX2030	UCSX2004	UCSX2013
UCSX2094	UCSX2095	UCSX2008	UCSX2003
UCSX2098	UCSX2025	UCSX2016	UCSX2007
UCSX2097	UCSX2092	UCSX2002	UCSX2014
UCSX2020	UCSX2028	UCSX2009	UCSX2052
UCSX2024	UCSX2038	UCSX2051	UCSX2057
UCSX2034	UCSX2023	UCSX2056	UCSX2036
UCSX2041	UCSX2033	UCSX2061	UCSX2055
UCSX2022	UCSX2039	UCSX2032	UCSX2058
UCSX2059	UCSX2064	UCSX2068	UCSX2074
UCSX2063	UCSX2067	UCSX2073	UCSX2077
UCSX2066	UCSX2062	UCSX2076	UCSX2071
UCSX2072	UCSX2065	UCSX2082	UCSX2075
UCSX2060	UCSX2069	UCSX2070	UCSX2078
UCSX2031	UCSX2081	UCSX2010	UCSX2088
UCSX2080	UCSX2085	UCSX2035	UCSX2091
UCSX2084	UCSX2079	UCSX2090	UCSX2018
UCSX2087	UCSX2083	UCSX2096	UCSX2089
UCSX2037	UCSX2086	UCSX2017	UCSX2093

Schedule A
Equipment List
0056432-801

UCSX2005	UCSX2026	UCSX2040	UCSX2045
UCSX2021	UCSX2100	UCSX2044	UCSX2048
UCSX2099	UCSX2012	UCSX2047	UCSX2053
UCSX2011	UCSX2027	UCSX2050	UCSX2043
		UCSX2042	UCSX2046
		UCSX2054	UCSX2049

Including all attachments and accessories

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: John A. Vallis

Printed Name: John A. Vallis

Title: Region Credit Manager

LESSEE:

UNION CAMP CORPORATION

By: X

Printed Name: XMartin C. Griegal

Title: X Assistant Treasurer

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1/90

Exhibit A

Recordation Number 17635

Rail Equipment
Lease Agreement No.:1801141

Account Billing No.: 1801141-801

Rail Equipment
Lease Agreement Date:
December 20, 1991

Lessee Purchase Order No.: Bill of Sale

Outside Commitment Date: December 31, 1991

Lease Schedule No.: 801

Lease Schedule Date: December 20, 1991 (7) year class recovery property Between PITNEY BOWES CREDIT CORPORATION (Lessor) and DEGUSSA CORPORATION (Lessee.)

1. Equipment Quantity	Description Item	Manufacturer Model & Serial Number
~~54~~ 52	70-ton Hopper cars used in carbon black service	DCBX 1001-1054 Excluding 1012 and 1051

2. Equipment Location: Degussa Corporation, Highway 35, Aransas Pass, TX 78336.

3. Billing Address
Degussa Corporation, 425 Metro Place North, Suite 550, Dublin OH 43017
Attn: Traffic Manager - Carbon Black

4. Original Rental Term
180 Months. Payable monthly in advance.

5. Aggregate Rental For Original Rental Term
$ 6,591,321.00 Payable as follows:
Rental Payment of $ 36,618.45, plus interim rent, plus applicable Sales/Use Tax.
This first Rental Payment of $ 36,618.45, plus applicable Sales/Use Tax is due on December 20, 1991.

6. Number and Amount of Advance Rental Payments
Number: 1 Amount: $ 36,618.45, with the balance of the transaction fee to be applied towards a portion of the second month's rental payment.

7. Renewal Option: Fair Renewal Value

Exhibit A

Recordation Number 17643

This schedule is attached to and made a part of Lease Schedule 801 dated as of December 21, 1991 to Master Equipment Lease Agreement No. 0056697 dated as of December 21, 1991 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Road No.	Frame/ Serial No.
11	USED SD40 LOCOMOTIVES EQUIPPED WITH VAPOR POSITIVE TRACTION CONTROLS.	UTAH 9001	36752
		UTAH 9002	36754
		UTAH 9003	36701
		UTAH 9004	36755
		UTAH 9005	36748
		UTAH 9006	36749
		UTAH 9007	36751
		UTAH 9008	36704
		UTAH 9009	34745
		UTAH 9010	34759
		UTAH 9011	34969

Including all attachments and accessories

'his schedule is hereby verified correct and undersigned acknowledges 'eceipt of a copy.

'ESSOR:

'ITNEY BOWES CREDIT CORPORATION

y: John A. Vallis

rinted Name: John A. Vallis

Region Credit Manager

itle:

LESSEE:

MORRISON KNUDSEN CORPORATION

By: X

Printed Name: X JOHN P. HERBOTS

Title: X VP FINANCE & ADMINISTRATION
RAIL SYSTEMS GROUP

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/90

THIS LEASE SCHEDULE IS BEING EXECUTED IN 2 NUMBERED COUNTERPARTS OF WHICH THIS IS COUNTERPART NO. 1. CHATTEL PAPER AND SECURITY INTEREST PURPOSES. NO SECURITY INTEREST MAY BE CREATED IN THIS LEASE COUNTERPART OTHER THAN COUNTERPART NO. 1.

Exhibit A

Recordation Number 17892-Q

LEASE SCHEDULE

Master Equipment
Lease Agreement No.: 1801174

Account Billing No.: _____

Master Equipment
Lease Agreement Date: 4/24/92

Lessee Purchase
Order No.: _____

Lease Schedule No: 816

Outside Commitment
Date: _____

Lease Schedule Date: November 10, 1995

Seven (7) year class recovery property between **PITNEY BOWES CREDIT CORPORATION** (Lessor) and **CONAGRA, INC.** (Lessee).

1. **Equipment Description** **Manufacturer Model & Serial Number**

   One (1) Used Reconditioned Trackmobile Model 95TM Serial Number 95325-0784
   Including all accessories, attachments and substitutions.

2. **Equipment Location**

   The above Equipment is to be located and delivered to Lessee's premises at
   555 S. Stuhr Road, Grand Island, NE 68802.

3. **Billing Address**
   Monfort, Inc., P.O. Box G, Greeley, CO 80632 Attn: Terry White.

4. **Original Rental Term**
   One Hundred and Twenty (120) Months. Payable monthly in advance.

5. The Original Equipment Cost shall be $99.712.71

6. The Lease Rate Factor shall be 1.053263 %.

7. Aggregate Rental for Original Rental Term shall be $ 126,028.80.

8. Rental Payment shall be $ 1,050.24; plus applicable sales tax.

9. Basic Term Commencement Date shall be November 30, 1995.

10. Basic Term Expiration Date shall be November 30, 2005.

11. The First Rental Payment shall be due on the Basic Term Commencement Date as defined herein. All subsequent rentals shall be due on the last day of each consecutive month for the remainder of the Original Term.

Exhibit A

ADDENDUM A TO SCHEDULE 802
Equipment List

Recordation Number 17942

This schedule is attached to and made a part of Equipment Lease Schedule 802 dated as of September 18, 1992 to Master Equipment Lease Agreement No. 0057059 dated as of September 18, 1992 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

	MANUFACTURER	CAR NUMBER		CAR TYPE		CAPACITY
1	UNION TANK	ETCX 029058	ST	111A100	W1	29000
2	UNION TANK	ETCX 029059	ST	111A100	W1	29000
3	UNION TANK	ETCX 029060	ST	111A100	W1	29000
4	UNION TANK	ETCX 029061	ST	111A100	W1	29000
5	UNION TANK	ETCX 029063	ST	111A100	W1	29000
6	UNION TANK	ETCX 029064	ST	111A100	W1	29000
7	UNION TANK	ETCX 029065	ST	111A100	W1	29000
8	UNION TANK	ETCX 029066	ST	111A100	W1	29000
9	UNION TANK	ETCX 029068	ST	111A100	W1	29000
10	UNION TANK	ETCX 029069	ST	111A100	W1	29000
11	UNION TANK	ETCX 029070	ST	111A100	W1	29000
12	UNION TANK	ETCX 029071	ST	111A100	W1	29000
13	UNION TANK	ETCX 029072	ST	111A100	W1	29000
14	UNION TANK	ETCX 029074	ST	111A100	W1	29000
15	UNION TANK	ETCX 029075	ST	111A100	W1	29000
16	UNION TANK	ETCX 029076	ST	111A100	W1	29000
17	UNION TANK	ETCX 029079	ST	111A100	W1	29000
18	UNION TANK	ETCX 029062	ST	111A100	W1	29000
19	UNION TANK	ETCX 029067	ST	111A100	W1	29000
20	UNION TANK	ETCX 029073	ST	111A100	W1	29000
21	UNION TANK	ETCX 029077	ST	111A100	W1	29000
22	UNION TANK	ETCX 029078	ST	111A100	W1	29000
23	UNION TANK	ETCX 029080	ST	111A100	W1	29000
24	UNION TANK	ETCX 029081	ST	111A100	W1	29000
25	UNION TANK	ETCX 029082	ST	111A100	W1	29000
26	UNION TANK	ETCX 029083	ST	111A100	W1	29000
27	UNION TANK	ETCX 029084	ST	111A100	W1	29000
28	UNION TANK	ETCX 029085	ST	111A100	W1	29000
29	UNION TANK	ETCX 029086	ST	111A100	W1	29000
~~30~~	~~UNION TANK~~	~~ETCX 029087~~ Casualty 9/97	ST	111A100	W1	29000
31	UNION TANK	ETCX 029089	ST	111A100	W1	29000
32	UNION TANK	ETCX 029090	ST	111A100	W1	29000
33	UNION TANK	ETCX 029091	ST	111A100	W1	29000
34	UNION TANK	ETCX 029092	ST	111A100	W1	29000
35	UNION TANK	ETCX 029094	ST	111A100	W1	29000
36	UNION TANK	ETCX 029095	ST	111A100	W1	29000
37	UNION TANK	ETCX 029096	ST	111A100	W1	29000
38	UNION TANK	ETCX 029097	ST	111A100	W1	29000
39	UNION TANK	ETCX 029098	ST	111A100	W1	29000

00570579-802

	MANUFACTURER	CAR NUMBER			CAR TYPE		CAPACITY
40	UNION TANK	ETCX	029099	ST	111A100	W1	29000
41	UNION TANK	ETCX	029100	ST	111A100	W1	29000
42	UNION TANK	ETCX	029101	ST	111A100	W1	29000
43	UNION TANK	ETCX	029103	ST	111A60A	LW	29000
44	UNION TANK	ETCX	029102	ST	111A100	W1	29000
45	UNION TANK	ETCX	029104	ST	111A100	W1	29000
46	UNION TANK	ETCX	029105	ST	111A100	W1	29000
47	UNION TANK	ETCX	029107	ST	111A100	W1	29000
48	UNION TANK	ETCX	029108	ST	111A100	W1	29000
49	TRINTY	ETCX	022000	ST	111A100	W1	22000
50	TRINTY	ETCX	022001	ST	111A100	W1	22000
51	TRINTY	ETCX	022002	ST	111A100	W1	22000
52	TRINTY	ETCX	022003	ST	111A100	W1	22000
53	TRINTY	ETCX	022004	ST	111A100	W1	22000
54	TRINTY	ETCX	022005	ST	111A100	W1	22000
55	TRINTY	ETCX	022006	ST	111A100	W1	22000
56	TRINTY	ETCX	022007	ST	111A100	W1	22000
57	TRINTY	ETCX	022008	ST	111A100	W1	22000
58	TRINTY	ETCX	022009	ST	111A100	W1	22000
59	TRINTY	ETCX	022010	ST	111A100	W1	22000
60	TRINTY	ETCX	022012	ST	111A100	W1	22000
61	TRINTY	ETCX	022013	ST	111A100	W1	22000
62	TRINTY	ETCX	022014	ST	111A100	W1	22000
63	TRINTY	ETCX	022016	ST	111A100	W1	22000
64	TRINTY	ETCX	022017	ST	111A100	W1	22000
65	TRINTY	ETCX	022019	ST	111A100	W1	22000
66	TRINTY	ETCX	022021	ST	111A100	W1	22000
67	TRINTY	ETCX	022018	ST	111A100	W1	22000
68	TRINTY	ETCX	022011	ST	111A100	W1	22000
69	TRINTY	ETCX	022015	ST	111A100	W1	22000
70	TRINTY	ETCX	022020	ST	111A100	W1	22000
71	UNION TANK	ETCX	022022	ST	111A100	W1	22000
72	UNION TANK	ETCX	022023	ST	111A100	W1	22000
73	UNION TANK	ETCX	022024	ST	111A100	W1	22000
74	UNION TANK	ETCX	022025	ST	111A100	W1	22000
75	UNION TANK	ETCX	022026	ST	111A100	W1	22000
76	UNION TANK	ETCX	022027	ST	111A100	W1	22000
77	UNION TANK	ETCX	022028	ST	111A100	W1	22000
78	UNION TANK	ETCX	022029	ST	111A100	W1	22000
79	UNION TANK	ETCX	022030	ST	111A100	W1	22000
80	UNION TANK	ETCX	022032	ST	111A100	W1	22000
81	UNION TANK	ETCX	022033	ST	111A100	W1	22000
82	UNION TANK	ETCX	022034	ST	111A100	W1	22000
83	UNION TANK	ETCX	022035	ST	111A100	W1	22000
84	UNION TANK	ETCX	022036	ST	111A100	W1	22000

005-7059-802

	MANUFACTURER	CAR NUMBER			CAR TYPE		CAPACITY
85	UNION TANK	ETCX	022037	ST	111A100	W1	22000
86	UNION TANK	ETCX	022038	ST	111A100	W1	22000
87	UNION TANK	ETCX	022039	ST	111A100	W1	22000
88	UNION TANK	ETCX	022040	ST	111A100	W1	22000
89	UNION TANK	ETCX	022041	ST	111A100	W1	22000
90	UNION TANK	ETCX	022042	ST	111A100	W1	22000
91	UNION TANK	ETCX	022044	ST	111A100	W1	22000
92	UNION TANK	ETCX	022045	ST	111A100	W1	22000
93	TRINITY	ETCX	021000	SS	111A100	W6	21000
94	TRINITY	ETCX	021001	SS	111A100	W6	21000
95	TRINITY	ETCX	021002	SS	111A100	W6	21000
96	TRINITY	ETCX	021003	SS	111A100	W6	21000
97	TRINITY	ETCX	021004	SS	111A100	W6	21000
98	TRINITY	ETCX	021005	SS	111A100	W6	21000
99	TRINITY	ETCX	021006	SS	111A100	W6	21000
00	TRINITY	ETCX	021007	SS	111A100	W6	21000
01	TRINITY	ETCX	021008	SS	111A100	W6	21000
02	TRINITY	ETCX	021009	SS	111A100	W6	21000
03	TRINITY	ETCX	021010	SS	111A100	W6	21000
04	TRINITY	ETCX	021011	SS	111A100	W6	21000
05	TRINITY	ETCX	021012	SS	111A100	W6	21000
06	TRINITY	ETCX	021017	SS	111A100	W6	21000
07	TRINITY	ETCX	021022	SS	111A100	W6	21000
08	TRINITY	ETCX	021014	SS	111A100	W6	21000
09	TRINITY	ETCX	021015	SS	111A100	W6	21000
10	TRINITY	ETCX	021016	SS	111A100	W6	21000
11	TRINITY	ETCX	021018	SS	111A100	W6	21000
12	TRINITY	ETCX	021021	SS	111A100	W6	21000
13	TRINITY	ETCX	021025	SS	111A100	W6	21000
14	TRINITY	ETCX	021028	SS	111A100	W6	21000
15	TRINITY	ETCX	021029	SS	111A100	W6	21000
16	TRINITY	ETCX	021030	SS	111A100	W6	21000
17	TRINITY	ETCX	021031	SS	111A100	W6	21000
18	TRINITY	ETCX	021032	SS	111A100	W6	21000
19	TRINITY	ETCX	021035	SS	111A100	W6	21000
20	TRINITY	ETCX	021036	SS	111A100	W6	21000
21	TRINITY	ETCX	021038	SS	111A100	W6	21000
22	TRINITY	ETCX	021040	SS	111A100	W6	21000
23	TRINITY	ETCX	021042	SS	111A100	W6	21000
24	TRINITY	ETCX	021019	SS	111A100	W6	21000
25	TRINITY	ETCX	021023	SS	111A100	W6	21000
26	TRINITY	ETCX	021024	SS	111A100	W6	21000
27	TRINITY	ETCX	021026	SS	111A100	W6	21000
28	TRINITY	ETCX	021027	SS	111A100	W6	21000
29	TRINITY	ETCX	021033	SS	111A100	W6	21000

005-7059-802

	MANUFACTURER	CAR NUMBER			CAR TYPE		CAPACITY
30	TRINITY	ETCX	021034	SS	111A100	W6	21000
31	TRINITY	ETCX	021039	SS	111A100	W6	21000
32	TRINITY	ETCX	021041	SS	111A100	W6	21000
33	TRINITY	ETCX	004000	ST	111A100	W1	20000
34	TRINITY	ETCX	004001	ST	111A100	W1	20000
35	TRINITY	ETCX	004002	ST	111A100	W1	20000
36	TRINITY	ETCX	004003	ST	111A100	W1	20000
37	TRINITY	ETCX	021043	SS	111A100	W6	21000
38	TRINITY	ETCX	021044	SS	111A100	W6	21000
39	TRINITY	ETCX	021045	SS	111A100	W6	21000
40	TRINITY	ETCX	021047	SS	111A100	W6	21000
41	TRINITY	ETCX	021048	SS	111A100	W6	21000
42	TRINITY	ETCX	021049	SS	111A100	W6	21000
43	TRINITY	ETCX	021050	SS	111A100	W6	21000
44	TRINITY	ETCX	021051	SS	111A100	W6	21000
45	TRINITY	ETCX	021052	SS	111A100	W6	21000
46	TRINITY	ETCX	021053	SS	111A100	W6	21000
47	TRINITY	ETCX	021055	SS	111A100	W6	21000
48	TRINITY	ETCX	021056	SS	111A100	W6	21000
49	TRINITY	ETCX	021057	SS	111A100	W6	21000
50	TRINITY	ETCX	021058	SS	111A100	W6	21000
51	TRINITY	ETCX	021059	SS	111A100	W6	21000
52	TRINITY	ETCX	021060	SS	111A100	W6	21000
53	TRINITY	ETCX	021061	SS	111A100	W6	21000
54	TRINITY	ETCX	021062	SS	111A100	W6	21000
55	TRINITY	ETCX	021063	SS	111A100	W6	21000
56	TRINITY	ETCX	004004	ST	111A100	W1	20000
57	UNION TANK	ETCX	021064	SS	111A100	W6	21000
58	UNION TANK	ETCX	021065	SS	111A100	W6	21000
59	UNION TANK	ETCX	021066	SS	111A100	W6	21000
60	UNION TANK	ETCX	021067	SS	111A100	W6	21000
61	UNION TANK	ETCX	021068	SS	111A100	W6	21000
62	UNION TANK	ETCX	021069	SS	111A100	W6	21000
63	UNION TANK	ETCX	021070	SS	111A100	W6	21000
64	UNION TANK	ETCX	021071	SS	111A100	W6	21000
65	UNION TANK	ETCX	021072	SS	111A100	W6	21000
66	UNION TANK	ETCX	021073	SS	111A100	W6	21000
67	UNION TANK	ETCX	021074	SS	111A100	W6	22000
68	UNION TANK	ETCX	021075	SS	111A100	W6	22000
69	UNION TANK	ETCX	021076	SS	111A100	W6	22000
70	UNION TANK	ETCX	021077	SS	111A100	W6	22000
71	UNION TANK	ETCX	021078	SS	111A100	W6	22000
72	UNION TANK	ETCX	021079	SS	111A100	W6	22000
73	UNION TANK	ETCX	021080	SS	111A100	W6	22000
74	UNION TANK	ETCX	021081	SS	111A100	W6	22000

0057059-802

	MANUFACTURER	CAR NUMBER		CAR TYPE		CAPACITY
175	UNION TANK	ETCX 021082	SS	111A100	W6	22000
176	UNION TANK	ETCX 021083	SS	111A100	W6	22000
177	UNION TANK	ETCX 021085	SS	111A100	W6	22000
178	UNION TANK	ETCX 021086	SS	111A100	W6	22000
179	UNION TANK	ETCX 021088	SS	111A100	W6	22000
180	UNION TANK	ETCX 021084	SS	111A100	W6	22000
181	UNION TANK	ETCX 021087	SS	111A100	W6	22000
182	UNION TANK	ETCX 021092	SS	111A100	W6	22000

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: L. D. OSMANSKI

Title: Vice President Operations

LESSEE:

EASTMAN KODAK COMPANY, through its division EASTMAN CHEMICAL COMPANY

By: _____

Printed Name: B. F. Rolston

Title: Vice President, Supply & Distribution of Eastman Chemical Company

MSTRSCHA
1/90

ADDENDUM A TO SCHEDULE 003
Equipment List

Eastman

This schedule is attached to and made a part of Equipment Lease Schedule 003 dated as of September 18, 1992 to Master Equipment Lease Agreement No. 0057059 dated as of September 18, 1992 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Exhibit A

Recordation Number 17942

MANUFACTURER	CAR NUMBER		CAR TYPE		CAP.
UNION TANK	ETCX	021089	SS	111A100 W6	22000
UNION TANK	ETCX	021090	SS	111A100 W6	22000
UNION TANK	ETCX	021091	SS	111A100 W6	22000
UNION TANK	ETCX	021094	SS	111A100 W6	22000
UNION TANK	ETCX	021095	SS	111A100 W6	22000
UNION TANK	ETCX	021096	SS	111A100 W6	22000
UNION TANK	ETCX	021097	SS	111A100 W6	22000
UNION TANK	ETCX	021098	SS	111A100 W6	22000
UNION TANK	ETCX	021099	SS	111A100 W6	22000
UNION TANK	ETCX	021100	SS	111A100 W6	22000
UNION TANK	ETCX	021101	SS	111A100 W6	22000
UNION TANK	ETCX	021102	SS	111A100 W6	22000
UNION TANK	ETCX	021103	SS	111A100 W6	22000
UNION TANK	ETCX	021104	SS	111A100 W6	22000
UNION TANK	ETCX	021106	SS	111A100 W6	22000
UNION TANK	ETCX	021107	SS	111A100 W6	22000
UNION TANK	ETCX	021108	SS	111A100 W6	22000
UNION TANK	ETCX	021109	SS	111A100 W6	22000
UNION TANK	ETCX	021093	SS	111A100 W6	22000
UNION TANK	ETCX	021105	SS	111A100 W6	22000
UNION TANK	ETCX	021110	SS	111A100 W6	22000
UNION TANK	ETCX	021111	SS	111A100 W6	22000
UNION TANK	ETCX	021113	SS	111A100 W6	22000
UNION TANK	ETCX	021114	SS	111A100 W6	22000
UNION TANK	ETCX	021115	SS	111A100 W6	22000
UNION TANK	ETCX	021117	SS	111A100 W6	22000
UNION TANK	ETCX	021118	SS	111A100 W6	22000
UNION TANK	ETCX	021119	SS	111A100 W6	22000
UNION TANK	ETCX	021120	SS	111A100 W6	22000
UNION TANK	ETCX	021112	SS	111A100 W6	22000
UNION TANK	ETCX	021116	SS	111A100 W6	22000
UNION TANK	ETCX	021121	SS	111A100 W6	22000
UNION TANK	ETCX	021122	SS	111A100 W6	22000
UNION TANK	ETCX	021123	SS	111A100 W6	22000
UNION TANK	ETCX	021124	SS	111A100 W6	22000
UNION TANK	ETCX	021125	SS	111A100 W6	22000
UNION TANK	ETCX	021126	SS	111A100 W6	22000
UNION TANK	ETCX	021127	SS	111A100 W6	22000

0057059-003

MANUFACTURER	CAR NUMBER			CAR TYPE		CAPACITY
UNION TANK	ETCX	021128	SS	111A100	W6	21000
UNION TANK	ETCX	021129	SS	111A100	W6	21000
UNION TANK	ETCX	021130	SS	111A100	W6	21000
UNION TANK	ETCX	021131	SS	111A100	W6	21000
UNION TANK	ETCX	021132	SS	111A100	W6	21000
UNION TANK	ETCX	021133	SS	111A100	W6	21000
UNION TANK	ETCX	021134	SS	111A100	W6	21000
UNION TANK	ETCX	021136	SS	111A100	W6	21000
UNION TANK	ETCX	021137	SS	111A100	W6	21000
UNION TANK	ETCX	021138	SS	111A100	W6	21000
UNION TANK	ETCX	021139	SS	111A100	W6	21000
UNION TANK	ETCX	021140	SS	111A100	W6	21000
UNION TANK	ETCX	021141	SS	111A100	W6	21000
UNION TANK	ETCX	021142	SS	111A100	W6	21000
UNION TANK	ETCX	029109	ST	111A100	W1	29000
UNION TANK	ETCX	029110	ST	111A100	W1	29000
UNION TANK	ETCX	029111	ST	111A100	W1	29000
UNION TANK	ETCX	029112	ST	111A100	W1	29000
UNION TANK	ETCX	029113	ST	111A100	W1	29000
UNION TANK	ETCX	029114	ST	111A100	W1	29000
UNION TANK	ETCX	029115	ST	111A100	W1	29000
UNION TANK	ETCX	029116	ST	111A100	W1	29000
~~UNION TANK~~	~~ETCX~~	~~029117~~	~~ST~~	~~111A100~~	~~W1~~	~~29000~~
UNION TANK	ETCX	029118	ST	111A100	W1	29000
UNION TANK	ETCX	029119	ST	111A100	W1	29000
UNION TANK	ETCX	029120	ST	111A100	W1	29000

0057059-803

MANUFACTURER	CAR NUMBER			CAR TYPE		CAPACITY
UNION TANK	ETCX	029121	ST	111A100	W1	29000
UNION TANK	ETCX	029122	ST	111A100	W1	29000
UNION TANK	ETCX	029123	ST	111A100	W1	29000
UNION TANK	ETCX	029124	ST	111A100	W1	29000
UNION TANK	ETCX	029125	ST	111A100	W1	29000
UNION TANK	ETCX	029126	ST	111A100	W1	29000
UNION TANK	ETCX	029127	ST	111A100	W1	29000
UNION TANK	ETCX	029128	ST	111A100	W1	29000
UNION TANK	ETCX	029129	ST	111A100	W1	29000
UNION TANK	ETCX	029130	ST	111A100	W1	29000
UNION TANK	ETCX	029131	ST	111A100	W1	29000
UNION TANK	ETCX	029132	ST	111A100	W1	29000
UNION TANK	ETCX	029500	ST	111A100	W1	29000
UNION TANK	ETCX	029501	ST	111A100	W1	29000
UNION TANK	ETCX	029502	ST	111A100	W1	29000
UNION TANK	ETCX	029503	ST	111A100	W1	29000
UNION TANK	ETCX	029504	ST	111A100	W1	29000
UNION TANK	ETCX	029505	ST	111A100	W1	29000
UNION TANK	ETCX	029506	ST	111A100	W1	29000
UNION TANK	ETCX	029507	ST	111A100	W1	29000
UNION TANK	ETCX	029508	ST	111A100	W1	29000
UNION TANK	ETCX	029509	ST	111A100	W1	29000
UNION TANK	ETCX	029510	ST	111A100	W1	29000
UNION TANK	ETCX	029511	ST	111A100	W1	29000
UNION TANK	ETCX	029512	ST	111A100	W1	29000
UNION TANK	ETCX	029513	ST	111A100	W1	29000
UNION TANK	ETCX	029514	ST	111A100	W1	29000
UNION TANK	ETCX	029515	ST	111A100	W1	29000
UNION TANK	ETCX	029516	ST	111A100	W1	29000
UNION TANK	ETCX	029517	ST	111A100	W1	29000
UNION TANK	ETCX	029518	ST	111A100	W1	29000
UNION TANK	ETCX	029519	ST	111A100	W1	29000
UNION TANK	ETCX	029520	ST	111A100	W1	29000
UNION TANK	ETCX	021143	SS	111A100	W6	21000
UNION TANK	ETCX	021144	SS	111A100	W6	21000
UNION TANK	ETCX	021145	SS	111A100	W6	21000
UNION TANK	ETCX	021146	SS	111A100	W6	21000
UNION TANK	ETCX	021147	SS	111A100	W6	21000
UNION TANK	ETCX	021148	SS	111A100	W6	21000
UNION TANK	ETCX	021149	SS	111A100	W6	21000
UNION TANK	ETCX	021150	SS	111A100	W6	21000
UNION TANK	ETCX	021151	SS	111A100	W6	21000
UNION TANK	ETCX	021152	SS	111A100	W6	21000
UNION TANK	ETCX	021153	SS	111A100	W6	21000
UNION TANK	ETCX	021154	SS	111A100	W6	21000

page 3 of 4

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	MANUFACTURER	CAR NUMBER		CAR TYPE		CAPACITY
5	UNION TANK	ETCX 021155	SS	111A100	W6	21000
6	UNION TANK	ETCX 021156	SS	111A100	W6	21000
7	UNION TANK	ETCX 021157	SS	111A100	W6	21000
	UNION TANK	ETCX 023000	ST	111A100	W3	23000
	UNION TANK	ETCX 023001	ST	111A100	W3	23000
	UNION TANK	ETCX 023002	ST	111A100	W3	23000
	UNION TANK	ETCX 023003	ST	111A100	W3	23000
	UNION TANK	ETCX 023004	ST	111A100	W3	23000
	UNION TANK	ETCX 023005	ST	111A100	W3	23000
	UNION TANK	ETCX 023006	ST	111A100	W3	23000
	UNION TANK	ETCX 030000	ST	111A100	W1	30000
	UNION TANK	ETCX 030001	ST	111A100	W1	30000
	UNION TANK	ETCX 030002	ST	111A100	W1	30000
0	UNION TANK	ETCX 030003	ST	111A100	W1	30000
1	UNION TANK	ETCX 030004	ST	111A100	W1	30000
2	UNION TANK	ETCX 030005	ST	111A100	W1	30000
3	UNION TANK	ETCX 030006	ST	111A100	W1	30000
4	UNION TANK	ETCX 030007	ST	111A100	W1	30000
5	UNION TANK	ETCX 030008	ST	111A100	W1	30000
6	UNION TANK	ETCX 030009	ST	111A100	W1	30000
7	UNION TANK	ETCX 030010	ST	111A100	W1	30000
8	UNION TANK	ETCX 030011	ST	111A100	W1	30000
9	UNION TANK	ETCX 030012	ST	111A100	W1	30000
0	UNION TANK	ETCX 030013	ST	111A100	W1	30000
1	UNION TANK	ETCX 030014	ST	111A100	W1	30000
66	THRALL	ETCX 058508	HC	HOPPER	LO	5800

134 cars

Page 4 of 4

0057059-802

is schedule is hereby verified correct and undersigned acknowledges
ceipt of a copy.

SSOR:

TNEY BOWES CREDIT CORPORATION

: L. D. Osmanski

inted Name: L. D. OSMANSKI

cle: Vice President Operations

LESSEE:

EASTMAN KODAK COMPANY, through its division EASTMAN CHEMICAL COMPANY

By: B. F. Rolston

Printed Name: B. F. Rolston

Title: Vice President, Supply & Distribution of Eastman Chemical Company

TRSCHA
90

Exhibit A

Recordation Number 17942-B

This schedule is attached to and made a part of Lease Schedule 804 dated as of June 22, 19 94 to Master Equipment Lease Agreement No. 0057059 dated as of September 18, 1992 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
23	117 Ton 4040 Cubic Foot Semi-Automatic Unloading Aluminum Coal Hopper Cars with running numbers:	

ETCX 3918	ETCX 3930
ETCX 3919	ETCX 3931
ETCX 3920	ETCX 3932
ETCX 3921	ETCX 3933
ETCX 3922	ETCX 3934
ETCX 3923	ETCX 3935
ETCX 3924	ETCX 3936
ETCX 3925	ETCX 3937
ETCX 3926	ETCX 3938
ETCX 3927	ETCX 3939
ETCX 3928	ETCX 3940
ETCX 3929	

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: MICHAEL J. LEYH

Title: Vice President Credit/Operations

LESSEE:

EASTMAN CHEMICAL COMPANY

By: _____

Printed Name: E. CALVIN CASSELL

Title: Manager, Domestic Distribution Services

7745334-801-823

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Exhibit A

Recordation Number 17978-A

EXHIBIT A

QUANTITY	DESCRIPTION	SERIAL NO.
200	ACF 21,000 gallon Tank Cars	FLIX 94001-94200

Lease No. 1801323-802

Farmland Industries

Exhibit A

Recordation Number 18452

This schedule is attached to and made a part of Lease Schedule 801 dated as of December 9, 1993 to Master Equipment Lease Agreement No. 7715444 dated as of September 22, 1993 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
44	5125 Cubic Foot 15PSI Pressure Differential Railcars with Running Numbers:	

ACCX 1000	ACCX 1022
ACCX 1001	ACCX 1023
ACCX 1002	ACCX 1024
ACCX 1003	ACCX 1025
ACCX 1004	ACCX 1026
ACCX 1005	ACCX 1027
ACCX 1006	ACCX 1028
ACCX 1007	ACCX 1029
ACCX 1008	ACCX 1030
ACCX 1009	ACCX 1031
ACCX 1010	ACCX 1032
ACCX 1011	ACCX 1033
ACCX 1012	ACCX 1034
ACCX 1013	ACCX 1035
ACCX 1014	ACCX 1036
ACCX 1015	ACCX 1037
ACCX 1016	ACCX 1038
ACCX 1017	ACCX 1039
ACCX 1018	ACCX 1040
ACCX 1019	ACCX 1041
ACCX 1020	ACCX 1042
ACCX 1021	ACCX 1043

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:	LESSEE:
PITNEY BOWES CREDIT CORPORATION	CONSOLIDATION COAL COMPANY
By: Matthew Donovan	By: Michael F. Nemser
Printed Name: Matthew Donovan	Printed Name: Michael F. Nemser
Title: Region Credit Manager	Title: Vice President & Treasurer of CONSOL Inc., Attorney-In-Fact

MSTRSCHA
1/90

Exhibit A

Recordation Number 18452

This schedule is attached to and made a part of Lease Schedule 802 dated as of December 15, 1993 to Master Equipment Lease Agreement No. 7715444 dated as of September 22, 1993 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.
11	5125 Cubic Foot 15PSI Pressure Differential Railcars with Running Numbers:	

ACCX 1044
ACCX 1045
ACCX 1046
ACCX 1047
ACCX 1048
ACCX 1049
ACCX 1050
ACCX 1051
ACCX 1052
ACCX 1053
ACCX 1054

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR: PITNEY BOWES CREDIT CORPORATION

By: Matthew Donovan

Printed Name: Matthew Donovan

Title: Region Credit Manager

LESSEE: CONSOLIDATION COAL COMPANY

By: Richard F. Nemser

Printed Name: Michael F. Nemser
Vice President & Treasurer
of CONSOL Inc.,
Attorney-In-Fact

Title:

STRSCHA

Exhibit A

Recordation Number 18509-A

This is Counterpart No. 1 of 1 manually executed counterparts. Only the counterpart numbered "1" is sufficient to transfer Lessor's interest herein and to constitute chattel paper as such term is defined in the Uniform Commercial Code.

Master Equipment
Lease Agreement No.: 7715030 Account Billing No.: _____

Master Equipment
Lease Agreement Date: November 30, 1993 Lessee Purchase Order No.: _____

Lease Schedule No: 802 Outside Commitment Date: 12/31/93

Lease Schedule Date: December 30, 1993 7 year class recovery property

Between PITNEY BOWES CREDIT CORPORATION Lessor and MINNESOTA CORN PROCESSORS (Lessee.)

1. Equipment Description

Twenty (20) 17,574 gallon railroad tank cars, DOT111A100W3, manufactured in 1993 by Trinity Industries and bearing the following reporting marks:

SYRX 200065 through and including 200084 - and all attachments, accessories, accessions, and substitutions thereto.

2. Equipment Location

The above Equipment is to be located and delivered to Lessee's premises at 400 West Main Street, Marshall, MN 56258-1236 .

3. Billing Address

400 West Main Street, Suite 201, Marshall, MN 56258-1236 .

4. Original Rental Term
One Hundred Eighty (180) Months. Payable Monthly in Advance .

5. Aggregate Rental For Original Rental Term
$1,451,746.80 Payable as follows:
Rental Payment of $8,065.26 , plus interim rent, plus applicable Sales/Use Tax.
This first Rental Payment of $8,065.26 , plus applicable Sales/Use Tax is due on December 30, 1993 .

6. Number and Amount of Advance Rental Payments
Number: One Amount: $8,065.26 , plus applicable Sales/Use Tax

Exhibit A

Recordation Number 18509-G

EXHIBIT A

Twenty (20) Trinity 5125 Cubic Foot Power Flo Hopper Railcars with reporting marks DMIX 5066 to and including DMIX 5085.

7715030-806

7715030-806

Minneapolis Corn

Exhibit A

Recordation Number 18633

Master Equipment
Lease Agreement No.: 7746324

Account Billing No.: _____

Master Equipment
Lease Agreement Date: December 10, 1993

Lessee Purchase
Order No.: _____

Lease Schedule No.: 801

Outside Commitment
Date: December 31, 1993

Lease Schedule Date: December 10, 1993

ITC Retained by Lessor: Yes _____ No _____

7 year class recovery property

Between PITNEY BOWES CREDIT CORPORATION Lessor and Morrison Knudsen Corporation (Lessee.)

1. Equipment Description

Twenty-five Re-manufactured General Motors Model SD40M-2 Locomotives, bearing the following reporting marks - Road Numbers (RN) and corresponding Serial Numbers (SN):

RN	SN	RN	SN	RN	SN	RN	SN
9041	31929	9045	32102	9044	32135	9025	33788
9030	33806	9035	33810	9024	33814	9027	33816
9032	33823	9029	33824	9028	33828	9034	33846
9023	33847	9036	33851	9047	33958	9043	33963
9026	34555	9038	34760	9031	34933	9042	35842
9046	35846	9039	35949	9037	35951	9033	36361
9040	38203						

together with all accessories, attachments, substitutions and accessions.

2. Equipment Location

The above Equipment is to be located and delivered to Lessee's premises at 3800 Continental Plaza, 777 Main St., Fort Worth Texas 76102 .

3. Billing Address

Morrison Knudsen Corporation, PO Box 73, Boise ID 83711 .

4. Original Rental Term

One Hundred Eighty (180) Months. Payable Semi-annual in Arrears.

5. Aggregate Rental For Original Rental Term

$29,819,877.30 Payable as follows:

Rental Payment of $993,995.91 , plus interim rent, plus applicable Sales/Use Tax.

This first Rental Payment of 993,995.91 , plus applicable Sales/Use Tax is due on June 10, 1994.

Exhibit A

Recordation Number 19321-B

MLE#1801414

ANNEX I
TO EQUIPMENT SCHEDULE NO. 933
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Quantity	Manufacturer	Description	Location	Running Number(s)	Lessor's Cost	Rent
52	Trinity Industries, Inc.	Power-Flo 5125 cu. ft. railcar	Oak Grove Mine, Jefferson County, Alabama	USMX000100-USMX000151	$85,950.00/each	$1,765.93/each

Total Lessor's Cost: $4,469,400
Total Rent: $91,828.36

Exhibit A

Recordation Number 19321-E

ANNEX I
TO EQUIPMENT SCHEDULE NO. 940
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Quantity	Manufacturer	Railcar No.	Description	Location	Serial Number
1	Difco	USX-2597	Air Side Dump Car	Mt. Iron, MN	2090-14
1	Difco	USX-2598	Air Side Dump Car	Mt. Iron, MN	2090-15
1	Difco	USX-2599	Air Side Dump Car	Mt. Iron, MN	2090-16

Exhibit A

Recordation Number 19321-F

ANNEX I
TO EQUIPMENT SCHEDULE NO. 941
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Quantity	Manufacturer	Railcar No.	Description	Location	Serial Number
1	Difco	USX-2600	Air Side Dump Car	Mt. Iron, MN	2090-17
1	Difco	USX-2601	Air Side Dump Car	Mt. Iron, MN	2090-18
1	Difco	USX-2602	Air Side Dump Car	Mt. Iron, MN	2090-19

ANNEX I
TO EQUIPMENT SCHEDULE NO. 945
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Exhibit A

Recordation Number 19321-G

Quantity	Manufacturer	Railcar No.	Description	Location	Serial Number	Lessor's Cost	Rent
1	Difco	USX-2603	Air Side Dump Car	Mt. Iron, MN	2090-20	$113,637.80	$3,301.18

ML#1801414

Exhibit A

Recordation Number 19321-H

ANNEX I
TO EQUIPMENT SCHEDULE NO. 948
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Quantity	Manufacturer	Model/Feature	Description	Location	Serial Number	Lessor's Cost	Rent
1	Ohio Locomotive	DE-600	Rail Crane	Mt. Iron, MN	5232	$978,518.00	$36,376.41

ANNEX I
TO EQUIPMENT SCHEDULE NO. 956
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

Exhibit A

Recordation Number 19321-J

Quantity	Manufacturer	Railcar No.	Description	Location	Serial Number	Lessor's Cost	Rent
1	Difco	USX-2586	Air Side Dump Car	Mt. Iron, MN	2090-3	$113,637.80	$3,392.09

Exhibit A

SCHEDULE
Equipment

Recordation Number 19370

This schedule is attached to and made a part of Lease Schedule 801 dated as of April 4, 1995 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.

One Hundred Nineteen (119) Trinity 17,574 WG, Coiled and Insulated Railroad Tank Cars 110 1/4 ID, DOT 111A100W3, Model 36-176-6

Carboline 891 Lining Per Car

Reporting Marks: CCLX

Running Numbers 1000,1001,1002,1003,1005,
1006,1007,1009,1010,1012,1013,1014,1015,
1016,1017,1018,1019,1020,1021,1022,1023,
1024,1025,1026,1027,1028,1029,1030,1032,
1033,1034,1035,1037,1038,1039,1040,1043,
1044,1046,1048,1051,1052,1054,1055,1057,
1058,1059,1060,1062,1063,1064,1065,1066,
1067,1069,1070,1071,1072,1073,1074,1075,
1076,1077,1078,1080,1081,1082,1083,1085,
1086,1088,1090,1092,1093,1094,1095,1096,
1097,1098,1099,1100,1101,1103,1104,1105,
1106,1107,1108,1109,1110,1111,1112,1113,
1114,1115,1116,1117,1121,1122,1123,1124,
1125,1126,1128,1130,1131,1133,1139,1140,
1144,1145,1147,1153,1154,1155,1156,1157,
1159,1165

Including all attachments, accessories, accessions and substitutions.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:	LESSEE:
PITNEY BOWES CREDIT CORPORATION	CRYSTAL CAR LINE, INC.
By: Michael J. Leyh	By: Edward A Kuske
Printed Name:	Printed Name: Edward A Kuske
Title: MICHAEL J. LEYH Vice President Credit/Operations	Title: President

wp51.document.mstrscha.1/90

Exhibit A

SCHEDULE 1 **Recordation Number 19370-A**
Equipment L:

This schedule is attached to and made a part of Lease Schedule 802 dated as of May 24, 19 95 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.

Eighty-One (81) Trinity 17,574 WG, Coiled and Insulated Railroad Tank Cars 110 1/4 ID, DOT 111A100W3, Model 36-176-6

Carboline 891 Lining Per Car

Reporting Marks: CCLX

Running Numbers 1004, 1008, 1011, 1031, 1036, 1041, 1042, 1045, 1047, 1049, 1050, 1053, 1056, 1061, 1068, 1079, 1084, 1087, 1089, 1091, 1102, 1118, 1119, 1120, 1127, 1129, 1132, 1134, 1135, 1136, 1137, 1138, 1141, 1142, 1143, 1146, 1148, 1149, 1150, 1151, 1152, 1158, 1160, 1161, 1162, 1163, 1164, 1166, 1167, 1168, 1169, 1170, 1171, 1172, 1173, 1174, 1175, 1176, 1177, 1178, 1179, 1180, 1181, 1182, 1183, 1184, 1185, 1186, 1187, 1188, 1189, 1190, 1191, 1192, 1193, 1194, 1195, 1196, 1197, 1198 1199

Including all attachments, accessories, accessions and substitutions.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: MICHAEL J. LEYH

Title: Vice President Credit/Operations

LESSEE:

CRYSTAL CAR LINE, INC.

By: _____

Printed Name: Edward A Kusko

Title: President

Exhibit A

Recordation Number 19370-B

SCHEDULE
Equipment I

This schedule is attached to and made a part of Lease Schedule 803 dated as of October 23, 1995 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.

FIFTY FIVE (55) NEW TRINITY 17,574 GALLON COILED AND INSULATED RAILROAD TANK CARS MODEL # 36-176-6, DOT 111A100W3 WITH CARBOLINE 891 LINING BEARING THE FOLLOWING REGISTRATION NUMBERS:

REPORTING MARKS: CCLX

899	915	935	958	979
900	917	937	962	980
901	919	938	963	983
902	922	943	965	987
903	923	945	966	988
905	924	947	967	989
908	925	948	972	993
909	927	949	975	995
910	929	953	976	996
911	931	956	977	997
912	934	957	978	999

Including all attachments, accessories, accessions and substitutions.

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: _____

Printed Name: MICHAEL J LEVH

Title: Vice President Credit/Operations

LESSEE:

CRYSTAL CAR LINE, INC.

By: _____

Printed Name: Edward A Kuske

Title: President

Exhibit A

SCHEDULE
Equipment]

Recordation Number 19370-C

This schedule is attached to and made a part of Lease Schedule 804 dated as of November 27, [illegible], 1995 to Master Equipment Lease Agreement No. 7742695 dated as of April 4, 1995 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

Quantity	Equipment Description	Serial No.

FORTY SEVEN (47) NEW TRINITY 17,574 GALLON COILED AND INSULATED RAILROAD TANK CARS MODEL # 36-176-6, DOT 111A100W3 WITH CARBOLINE 891 LINING BEARING THE FOLLOWING REGISTRATION NUMBERS:

REPORTING MARKS: CCLX

898	926	944	964	985
904	928	946	968	986
906	930	950	969	990
907	932	951	970	991
913	933	952	971	992
914	936	954	973	994
916	939	955	974	998
918	940	959	981	
920	941	960	982	
921	942	961	984	

This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

By: M J Rayl

Printed Name: MICHAEL J. LEYH
Vice President
Credit/Operations

Title:

LESSEE:

CRYSTAL CAR LINE, INC.

By: Edward A Kusko

Printed Name: Edward A Kusko

Title: President

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Exhibit A

Recordation Number 19586

Page 2 to Acceptance Notice dated August 18, 1995

Seventeen (17) 33,687 gallon, non-coiled, insulated railroad tank cars SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 100	$78,178.00
SPGX 101	$78,178.00
SPGX 102	$78,178.00
SPGX 103	$78,178.00
SPGX 104	$78,178.00
SPGX 105	$78,178.00
SPGX 110	$78,178.00
SPGX 113	$78,178.00
SPGX 115	$78,178.00
SPGX 117	$78,178.00
SPGX 119	$78,178.00
SPGX 125	$78,178.00
SPGX 132	$78,178.00
SPGX 133	$78,178.00
SPGX 136	$78,178.00
SPGX 137	$78,178.00
SPGX 138	$78,178.00
TOTAL EQUIPMENT COST	$1,329,026.00

Quantum Suburban Propane
174958-801

P 1 of 5

Twenty Nine (29) 33,687 gallon, non-coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 106	$78,178.00
SPGX 107	$78,178.00
SPGX 108	$78,178.00
SPGX 109	$78,178.00
SPGX 111	$78,178.00
SPGX 112	$78,178.00
SPGX 114	$78,178.00
SPGX 116	$78,178.00
SPGX 120	$78,178.00
SPGX 121	$78,178.00
SPGX 122	$78,178.00
SPGX 123	$78,178.00
SPGX 124	$78,178.00
SPGX 126	$78,178.00
SPGX 127	$78,178.00
SPGX 128	$78,178.00
SPGX 129	$78,178.00
SPGX 130	$78,178.00
SPGX 135	$78,178.00
SPGX 139	$78,178.00
SPGX 140	$78,178.00
SPGX 141	$78,178.00
SPGX 142	$78,178.00
SPGX 144	$78,178.00
SPGX 145	$78,178.00
SPGX 146	$78,178.00
SPGX 149	$78,178.00
SPGX 155	$78,178.00
SPGX 158	$78,178.00
TOTAL EQUIPMENT COST	$2,267,162.00

774358-801

P 2 of 5

Nineteen (19) 33,687 gallon, non–coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60–337–1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 131	$78,178.00
SPGX 134	$78,178.00
SPGX 147	$78,178.00
SPGX 150	$78,178.00
SPGX 151	$78,178.00
SPGX 152	$78,178.00
SPGX 153	$78,178.00
SPGX 159	$78,178.00
SPGX 162	$78,178.00
SPGX 163	$78,178.00
SPGX 165	$78,178.00
SPGX 166	$78,178.00
SPGX 167	$78,178.00
SPGX 168	$78,178.00
SPGX 169	$78,178.00
SPGX 170	$78,178.00
SPGX 171	$78,178.00
SPGX 172	$78,178.00
SPGX 173	$78,178.00
TOTAL EQUIPMENT COST	$1,485,382.00

774395-801

Eighteen (18) 33,687 gallon, non-coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60-337-1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 174	$78,178.00
SPGX 176	$78,178.00
SPGX 177	$78,178.00
SPGX 178	$78,178.00
SPGX 179	$78,178.00
SPGX 180	$78,178.00
SPGX 181	$78,178.00
SPGX 182	$78,178.00
SPGX 184	$78,178.00
SPGX 185	$78,178.00
SPGX 186	$78,178.00
SPGX 187	$78,178.00
SPGX 188	$78,178.00
SPGX 190	$78,178.00
SPGX 191	$78,178.00
SPGX 192	$78,178.00
SPGX 193	$78,178.00
SPGX 198	$78,178.00
TOTAL EQUIPMENT COST	$1,407,204.00

743958-801

P4 of 5

Seventeen (17) 33,687 gallon, non–coiled, insulated railroad tank cars, SPEC #3349, DOT 112J340W, MODEL #60–337–1 manufactured by Trinity Industries as more fully described below.

REGISTRATION NUMBER	PER CAR COST
SPGX 118	$78,178.00
SPGX 143	$78,178.00
SPGX 148	$78,178.00
SPGX 154	$78,178.00
SPGX 156	$78,178.00
SPGX 157	$78,178.00
SPGX 160	$78,178.00
SPGX 161	$78,178.00
SPGX 164	$78,178.00
SPGX 175	$78,178.00
SPGX 183	$78,178.00
SPGX 189	$78,178.00
SPGX 194	$78,178.00
SPGX 195	$78,178.00
SPGX 196	$78,178.00
SPGX 197	$78,178.00
SPGX 199	$78,178.00
TOTAL EQUIPMENT COST	$1,329,026.00

7743958-801

Exhibit A

This Lease Schedule is being executed in 2 numbered counterparts of which this shall be deemed the original for chattel paper and security interest purposes. This Lease Schedule through the transfer or possession of a counterpart other than counterpart No. 1.

Recordation Number 19586-A

Master Equipment Lease Agreement No.: 7743958

Account Billing No.: _____

Master Equipment Lease Agreement Date: June 30, 1995

Lessee Purchase Order No.: _____

Lease Schedule No: 802

Outside Commitment Date: _____

Lease Schedule Date: March 4, 1996

Seven (7) year class recovery property

Between **PITNEY BOWES CREDIT CORPORATION** (Lessor) and QUANTUM CHEMICAL CORPORATION (through its division, Suburban Propane) (Lessee).

1. **Equipment Description** **Manufacturer Model & Serial Number**

   One Hundred (100) 33,687 gallon, non-coiled, insulated railroad tank cars, Model #60-337-1, DOT 112J340W manufactured by Trinity Industries with registration numbers SPGX 200 to and including SPGX 299.

2. **Equipment Location**
   The above Equipment is to be located and delivered to Lessee's premises at Beaumont, TX.

3. **Billing Address**
   Suburban Propane, One Suburban Plaza, 240 Route 10 West, P.O. Box 206 Whippany, NJ 07981-0206.

4. **Original Rental Term**
   One Hundred Twenty (120) months. Payable monthly in advance.

5. **Original Equipment Cost** equals $7,831,290.00. The per car cost equals $78,312.90.

6. **Aggregate Rental for Original Rental Term**
   $6,938,323.20 payable as follows:
   Rental Payment of $57,819.36, plus interim rent, plus applicable Sales/Use Tax.

7. **Basic Term Commencement Date** shall be March 10, 1996.

8. **Basic Term Expiration Date** shall be March 10, 2006.

9. The **First Monthly Rental Payment** is due on March 10, 1996.
   All subsequent rentals shall be due on the (10th) day of each month for the remainder of the Original Rental Term.

10. **Interim Rent:** Interim Rent shall be charged at the daily equivalent of the fixed rental factor of .738312%, computed against the Original Equipment Cost of each item of Equipment from and including the Acceptance Date to the Basic Term Commencement Date as defined herein. Payments of Interim Rent are due and payable on the Basic Term Commencement Date.

Exhibit A

Recordation Number 19604

Equipment Description and Specifications

One Hundred (100) New 1995 13,946 Gallon Capacity Non-Coil and Non-Insulated Railroad Tank cars, DOT 111A100W2, Model 40-139-3, manufactured by Trinity Industries, Inc. with serial numbers 509523 through and including 509622 and bearing the following reporting marks:

PVCX 13510 through and including 13609

and all attachments, accessories, accessions and substitutions to all such railroad tank cars.

MAGMEM95.FIN.WP.NS

7719719-801

Magma / San Manuel

Exhibit A

This Lease Schedule is being executed in 2 numbered counterparts of which this shall be deemed the original for chattel paper and security interest purposes. No Schedule through the transfer or possession of a counterpart other than counter

Recordation Number 19815

Master Equipment
Lease Agreement No.: 7704166

Account Billing No.: _____

Master Equipment
Lease Agreement Date: December 14, 1995

Lessee Purchase
Order No.: _____

Lease Schedule No: 801

Outside Commitment
Date: _____

Lease Schedule Date: December 14, 1995

Seven (7) year class recovery property

Between **PITNEY BOWES CREDIT CORPORATION** (Lessor) and IBP, inc. (Lessee).

1. **Equipment Description** **Manufacturer Model & Serial Number**

   One Hundred Fifteen (115) 25,498 gallon railroad tank cars, DOT 111A100W1, manufactured by Trinity Industries with registration numbers PBFX 645001 to and including PBFX 645115.

2. **Equipment Location**
   The above Equipment is to be located and delivered to Lessee's premises at Beaumont, Texas.

3. **Billing Address**
   Highway 35, P.O. Box 515, Dakota, City, NE 68731-0515.

4. **Lessor's Capitalized Cost** equals $6,866,984.94.

5. **Original Rental Term**
   Two Hundred and Four (204) Months. Payable Monthly in Advance.

6. **Aggregate Rental for Original Rental Term**
   $9,013,444.20 payable as follows:
   Rental Payment of $44,183.55 plus applicable Sales/Use Tax.

7. **Basic Term Commencement Date** shall be December 20, 1995.

8. **Basic Term Expiration Date** shall be December 20, 2012.

9. **The First Rental Payment** of $44,183.55, plus applicable Sales/Use Tax is due on December 20, 1995. All subsequent rentals shall be due on the same day of each month for the remainder of the Original Rental Term.

10. **Purchase Option:** Fair Market Value not to exceed fifty-seven (57%) percent of Lessor's Capitalized Cost of the Equipment.

11. **Renewal Option:** N/A

12. **Minimum Liability Insurance Coverage** to be carried by Lessee per section 12 (A) of the Master Equipment Lease Agreement is $5,000,000.00 per occurrence.

Exhibit A

Recordation Number 20339

Master Equipment
Lease Agreement No.: 7718075

Master Equipment
Lease Agreement Date: October 16, 1996

Lessee Purchase
Order No.:

Lease Schedule No.: 001

Outside Commitment
Date:

Lease Schedule Date: as of October 28, 1996

ITC Retained by Lessor: Yes ____ No ____

__7__ year class recovery property

Between PITNEY BOWES CREDIT CORPORATION (Lessor) and Albright & Wilson Company, a Virginia General Partnership (Lessee).

1. Equipment Description

   Eighteen (18) New 1996 16,877 Gallon, Non-Coiled and Insulated Railroad Tank Cars, manufactured in 1996 by Trinity Industries, Inc. and bearing the following reporting marks: WACX 151158 through and including 151175; and serial numbers 520180 through and including 520197, together with all accessories, attachments, substitutions and accessions.

2. Equipment Delivery Location

   Houston, Harris County, Texas.

3. Billing Address

   P. O. Box 4439, Glen Allen, VA 23058-4439.

4. Original Rental Term
   One hundred eighty (180) Months. Payable semi-annual in arrears.

5. Aggregate Rental For Original Rental Term
   $1,940,936.70 Payable as follows:
   Rental Payment of $64,697.89, plus interim rent, plus applicable Sales/Use Tax.
   This first Rental Payment of $64,697.89, plus applicable Sales/Use Tax is due on April 28, 1997.

6. Number and Amount of Advance Rental Payments
   Number: N/A Amount:

7. Renewal Option: Twelve (12) Months at Fair Market Value

8. Purchase Option: Fair Market Value

9. Minimum Liability Insurance Coverage to be carried by Lessee per section 12(A) of the Master Equipment Lease Agreement is $20 million per occurrence.

10. THE TERMS AND CONDITIONS OF THE LEASE ARE HEREBY INCORPORATED HEREIN AND MADE A PART HEREOF BY REFERENCE. This Lease Schedule is being executed in 4 numbered counterparts of which this is counterpart No. 1. Only Counterpart No. 1 shall be deemed the original for chattel paper and security interest purposes. No security interest may be created in this Lease Schedule through the transfer or possession of any counterpart other than Counterpart No. 1.

Exhibit A

Recordation Number 20340

QTY	ITEM	MANUFACTURER MODEL & REPORTING MARKS
Nine (9)	1996 16,877 Gallon, Non-Coiled and Insulated Railroad Tank Cars	Trinity Industries, Inc. Lettered WACX 151176 through and including 151184; serial numbers 520198 through and including 520206

and all accessories, attachments, accessions, substitutions thereto.

Albright & Wilson

20340-001