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RECORDATION NO. 25126 FILED
AUG 4 '04 2:14 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

August 4, 2004

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 two (2) copies of an Memorandum of Master Lease and Assignment Agreement, dated as of August 4, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor/Lessor: Cypress Tankcar Leasing III, LLC
c/o Cypress Equipment Management
Corporation II, Manager
Bayside Plaza
188 The Embarcadero, Suite 420
San Francisco, California 94105

Assignee/Lessee: Cypress Canada Management, Inc.
Bayside Plaza
188 The Embarcadero, Suite 420
San Francisco, California 94105

Mr. Vernon A. Williams
August 4, 2004
Page 2

A description of the railroad equipment covered by the enclosed document is:

915 railcars:

20 railcars: DCFX 660080- DCFX 660099; and

895 railcars within the series CITX 3810 - CITX 35808 (292 railcars), DCTX 14006 - DCTX 35199 (221 railcars), EJ&E 89100 - EJ&E 89217 (115 railcars), PLEX 2330 - PLEX 33927 (95 railcars) and PLMX 2684 - PLMX 825050 (172 railcars), as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Assignment and Assumption of Leases Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF MASTER LEASE AND ASSIGNMENT AGREEMENT

The undersigned confirm the entering into of that Master Lease and Assignment Agreement between them dated August 4, 2004 wherein Cypress Tankcar Leasing III, LLC, a California limited liability company, (i) leases the equipment set out in Schedule "A" to Cypress Canada Management, Inc. ("Cypress Management") and (ii) assigns the leases set out in Schedule "B" to Cypress Management.

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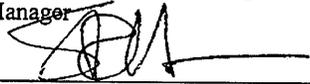
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SURFACE TRANSPORTATION BOARD

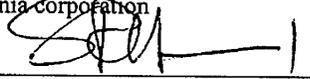
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Master Lease and Assignment Agreement to be executed under seal as of the date first set forth above.

CYPRESS TANKCAR LEASING III, LLC,
a California limited liability company

By: Cypress Equipment Management Corporation II
Its: Manager

By: 
Stephen R. Harwood
Its: President

CYPRESS CANADA MANAGEMENT, INC.,
a California corporation

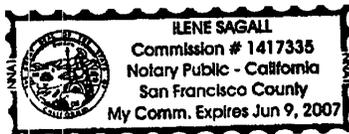
By: 
Stephen R. Harwood
Its: President

[Signature Page to Memorandum of Master Lease and Assignment Agreement]

State of California
County of San Francisco

On AUGUST 3, 2004, before me, ILENE SASALL, a Notary Public in and for the State of California, personally appeared STEPHEN R. HARWOOD, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

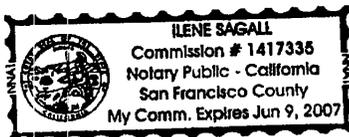


Ilene Sagall
Notary's Signature

State of California
County of San Francisco

On AUGUST 3, 2004, before me, ILENE SASALL, a Notary Public in and for the State of California, personally appeared STEPHEN R. HARWOOD, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Ilene Sagall
Notary's Signature

SCHEDULE "A"

Railroad Tank Cars

Count	Car Mark	Car Number	Year Built
1	CITX	27505	1981
2	CITX	27506	1981
3	CITX	27509	1981
4	CITX	27514	1981
5	CITX	27516	1981
6	CITX	27520	1981
7	CITX	27521	1981
8	CITX	27522	1981
9	CITX	27523	1981
10	CITX	27524	1981
11	CITX	27525	1981
12	CITX	27526	1981
13	CITX	27527	1981
14	CITX	27528	1981
15	CITX	27529	1981
16	CITX	27530	1981
17	CITX	27531	1981
18	CITX	27532	1981
19	CITX	27533	1981
20	CITX	27534	1981
21	CITX	30069	1969
22	CITX	30084	1969
23	CITX	30085	1969
24	CITX	33954	1976
25	CITX	34002	1966
26	CITX	34318	1968
27	CITX	34364	1968
28	CITX	34367	1968
29	CITX	34371	1968
30	CITX	34374	1968
31	CITX	34377	1968
32	CITX	34383	1968
33	CITX	34408	1968
34	CITX	34424	1968
35	CITX	34429	1968
36	CITX	34432	1968
37	CITX	34433	1969
38	CITX	34437	1969
39	CITX	34439	1969
40	CITX	34441	1969
41	CITX	34443	1969
42	CITX	34447	1969
43	CITX	34532	1969
44	CITX	34533	1969
45	CITX	34541	1969
46	CITX	34543	1969
47	CITX	34567	1969
48	CITX	34588	1969
49	CITX	34591	1969
50	CITX	34600	1969
51	CITX	34601	1969

Count	Car Mark	Car Number	Year Built
52	CITX	34610	1969
53	CITX	34622	1969
54	CITX	34623	1969
55	CITX	34626	1969
56	CITX	34637	1969
57	CITX	34668	1969
58	CITX	34679	1969
59	CITX	34682	1969
60	CITX	34727	1969
61	CITX	34729	1969
62	CITX	34734	1969
63	CITX	34737	1969
64	CITX	34739	1970
65	CITX	34740	1970
66	CITX	34741	1970
67	CITX	34742	1970
68	CITX	34743	1970
69	CITX	34744	1970
70	CITX	34746	1970
71	CITX	34748	1970
72	CITX	34750	1970
73	CITX	34752	1970
74	CITX	34754	1970
75	CITX	34755	1970
76	CITX	34756	1970
77	CITX	34759	1970
78	CITX	34760	1970
79	CITX	34761	1970
80	CITX	34762	1970
81	CITX	34765	1970
82	CITX	34766	1970
83	CITX	34767	1970
84	CITX	34769	1970
85	CITX	34770	1970
86	CITX	34771	1970
87	CITX	34773	1970
88	CITX	34774	1970
89	CITX	34775	1970
90	CITX	34777	1970
91	CITX	34778	1970
92	CITX	34779	1970
93	CITX	34780	1970
94	CITX	34781	1970
95	CITX	34783	1970
96	CITX	34784	1970
97	CITX	34785	1970
98	CITX	34786	1970
99	CITX	34787	1970
100	CITX	34788	1970
101	CITX	34789	1970
102	CITX	34791	1970
103	CITX	34792	1970
104	CITX	34793	1970
105	CITX	34794	1970
106	CITX	34795	1970

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Count	Car Mark	Car Number	Year Built
107	CITX	34796	1970
108	CITX	34797	1970
109	CITX	34799	1970
110	CITX	34800	1970
111	CITX	34801	1970
112	CITX	34802	1970
113	CITX	34803	1970
114	CITX	34804	1970
115	CITX	34805	1970
116	CITX	34806	1970
117	CITX	34807	1970
118	CITX	34808	1970
119	CITX	34809	1970
120	CITX	34810	1970
121	CITX	34811	1970
122	CITX	34813	1970
123	CITX	34814	1970
124	CITX	34815	1970
125	CITX	34816	1970
126	CITX	34817	1970
127	CITX	34818	1970
128	CITX	34819	1970
129	CITX	34820	1970
130	CITX	34822	1970
131	CITX	34823	1970
132	CITX	34824	1970
133	CITX	34826	1970
134	CITX	34827	1970
135	CITX	34831	1970
136	CITX	34832	1970
137	CITX	34833	1970
138	CITX	34834	1970
139	CITX	34835	1970
140	CITX	34837	1970
141	CITX	34838	1970
142	CITX	34839	1970
143	CITX	34840	1970
144	CITX	34841	1970
145	CITX	34842	1970
146	CITX	34843	1970
147	CITX	34846	1970
148	CITX	34847	1970
149	CITX	34848	1970
150	CITX	34849	1970
151	CITX	34850	1970
152	CITX	34851	1970
153	CITX	34852	1970
154	CITX	34853	1970
155	CITX	34854	1970
156	CITX	34855	1970
157	CITX	34856	1970
158	CITX	34857	1970
159	CITX	34858	1970
160	CITX	34859	1970
161	CITX	34860	1970

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Count	Car Mark	Car Number	Year Built
162	CITX	34861	1970
163	CITX	34866	1971
164	CITX	34873	1971
165	CITX	34883	1971
166	CITX	34886	1971
167	CITX	34888	1971
168	CITX	34891	1971
169	CITX	34892	1971
170	CITX	34894	1971
171	CITX	34896	1971
172	CITX	34937	1971
173	CITX	34938	1971
174	CITX	34939	1971
175	CITX	34941	1971
176	CITX	34942	1971
177	CITX	34943	1971
178	CITX	34945	1971
179	CITX	34946	1971
180	CITX	34948	1971
181	CITX	34949	1971
182	CITX	34952	1971
183	CITX	34953	1971
184	CITX	34955	1971
185	CITX	34956	1971
186	CITX	34957	1971
187	CITX	34960	1971
188	CITX	34961	1971
189	CITX	34967	1971
190	CITX	34968	1971
191	CITX	34969	1971
192	CITX	34970	1971
193	CITX	34972	1971
194	CITX	34973	1971
195	CITX	34974	1971
196	CITX	34975	1971
197	CITX	34976	1971
198	CITX	34977	1971
199	CITX	34978	1971
200	CITX	34980	1971
201	CITX	34981	1971
202	CITX	34982	1971
203	CITX	34984	1971
204	CITX	34985	1971
205	CITX	34986	1971
206	CITX	34987	1971
207	CITX	34997	1971
208	CITX	35002	1971
209	CITX	35003	1971
210	CITX	35004	1971
211	CITX	35006	1971
212	CITX	35007	1971
213	CITX	35008	1971
214	CITX	35011	1971
215	CITX	35012	1971
216	CITX	35013	1971

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Count	Car Mark	Car Number	Year Built
217	CITX	35014	1971
218	CITX	35015	1971
219	CITX	35016	1971
220	CITX	35017	1971
221	CITX	35019	1971
222	CITX	35020	1971
223	CITX	35021	1971
224	CITX	35022	1971
225	CITX	35023	1971
226	CITX	35024	1971
227	CITX	35025	1971
228	CITX	35027	1971
229	CITX	35028	1971
230	CITX	35029	1971
231	CITX	35031	1971
232	CITX	35032	1971
233	CITX	35033	1971
234	CITX	35035	1971
235	CITX	35036	1971
236	CITX	35039	1971
237	CITX	35040	1971
238	CITX	35041	1971
239	CITX	35042	1971
240	CITX	35043	1971
241	CITX	35044	1971
242	CITX	35045	1971
243	CITX	35046	1971
244	CITX	35047	1971
245	CITX	35048	1971
246	CITX	35049	1971
247	CITX	35050	1971
248	CITX	35051	1971
249	CITX	35052	1971
250	CITX	35053	1971
251	CITX	35054	1971
252	CITX	35055	1971
253	CITX	35057	1971
254	CITX	35058	1971
255	CITX	35059	1971
256	CITX	35060	1971
257	CITX	35061	1971
258	CITX	35062	1971
259	CITX	35063	1971
260	CITX	35064	1971
261	CITX	35065	1971
262	CITX	35066	1971
263	CITX	35067	1971
264	CITX	35070	1971
265	CITX	35071	1971
266	CITX	35073	1971
267	CITX	35074	1971
268	CITX	35078	1971
269	CITX	35083	1971
270	CITX	35084	1971
271	CITX	35085	1971

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Count	Car Mark	Car Number	Year Built
272	CITX	35087	1971
273	CITX	35088	1971
274	DCTX	14006	1979
275	DCTX	14014	1979
276	DCTX	14015	1979
277	DCTX	14017	1979
278	DCTX	14018	1979
279	DCTX	14020	1979
280	DCTX	16113	1978
281	DCTX	16114	1978
282	DCTX	16115	1978
283	DCTX	16116	1978
284	DCTX	16117	1978
285	DCTX	16118	1978
286	DCTX	16119	1978
287	DCTX	16120	1978
288	DCTX	16121	1978
289	DCTX	16122	1978
290	DCTX	16123	1978
291	DCTX	16124	1978
292	DCTX	16125	1978
293	DCTX	16133	1979
294	DCTX	16137	1979
295	DCTX	16138	1979
296	DCTX	16139	1979
297	DCTX	16140	1979
298	DCTX	16141	1979
299	DCTX	16142	1979
300	DCTX	16143	1979
301	DCTX	16144	1979
302	DCTX	16145	1979
303	DCTX	16146	1979
304	DCTX	27100	1972
305	DCTX	27101	1972
306	DCTX	27102	1972
307	DCTX	27103	1972
308	DCTX	27104	1972
309	DCTX	27105	1972
310	DCTX	27106	1972
311	DCTX	27147	1972
312	DCTX	27148	1972
313	DCTX	27149	1972
314	DCTX	27199	1973
315	DCTX	27410	1974
316	DCTX	27411	1974
317	DCTX	27412	1974
318	DCTX	27413	1974
319	DCTX	27414	1974
320	DCTX	27415	1974
321	DCTX	27416	1974
322	DCTX	27417	1974
323	DCTX	27418	1974
324	DCTX	27419	1974
325	DCTX	27420	1974
326	DCTX	27421	1974

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Count	Car Mark	Car Number	Year Built
327	DCTX	27422	1974
328	DCTX	27425	1974
329	DCTX	27426	1974
330	DCTX	27427	1974
331	DCTX	27428	1974
332	DCTX	27430	1974
333	DCTX	27431	1974
334	DCTX	27432	1974
335	DCTX	27434	1974
336	DCTX	27435	1974
337	DCTX	27436	1974
338	DCTX	27437	1974
339	DCTX	27438	1974
340	DCTX	27439	1974
341	DCTX	27440	1974
342	DCTX	27441	1974
343	DCTX	27442	1974
344	DCTX	27443	1974
345	DCTX	27445	1974
346	DCTX	27446	1974
347	DCTX	27447	1974
348	DCTX	27448	1974
349	DCTX	27449	1974
350	DCTX	27475	1978
351	DCTX	27476	1978
352	DCTX	27477	1978
353	DCTX	27478	1978
354	DCTX	27479	1978
355	DCTX	27480	1978
356	DCTX	27481	1978
357	DCTX	27482	1978
358	DCTX	27483	1978
359	DCTX	27484	1978
360	DCTX	27485	1978
361	DCTX	27487	1978
362	DCTX	27488	1978
363	DCTX	27489	1978
364	DCTX	27490	1978
365	DCTX	27491	1978
366	DCTX	27492	1978
367	DCTX	27494	1978
368	DCTX	27495	1978
369	DCTX	27496	1978
370	DCTX	27497	1978
371	DCTX	27498	1978
372	DCTX	27499	1978
373	DCTX	27500	1978
374	DCTX	27502	1978
375	DCTX	27503	1978
376	DCTX	27504	1978
377	DCTX	33099	1966
378	DCTX	33110	1966
379	DCTX	33116	1966
380	DCTX	33124	1966
381	DCTX	33125	1966

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Count	Car Mark	Car Number	Year Built
382	DCTX	33135	1966
383	DCTX	33166	1968
384	DCTX	33167	1968
385	DCTX	33169	1968
386	DCTX	33170	1968
387	DCTX	33171	1968
388	DCTX	33172	1968
389	DCTX	33173	1968
390	DCTX	33174	1968
391	DCTX	33177	1968
392	DCTX	33180	1968
393	DCTX	33182	1969
394	DCTX	33183	1969
395	DCTX	33184	1969
396	DCTX	33187	1969
397	DCTX	33189	1969
398	DCTX	33190	1970
399	DCTX	33191	1970
400	DCTX	33192	1970
401	DCTX	33193	1970
402	DCTX	33194	1970
403	DCTX	33195	1970
404	DCTX	33196	1970
405	DCTX	33198	1970
406	DCTX	33199	1970
407	DCTX	33200	1970
408	DCTX	33201	1970
409	DCTX	33203	1970
410	DCTX	33204	1970
411	DCTX	33205	1970
412	DCTX	33206	1970
413	DCTX	33216	1969
414	DCTX	33217	1969
415	DCTX	33218	1969
416	DCTX	33220	1969
417	DCTX	33221	1969
418	DCTX	33222	1969
419	DCTX	33224	1969
420	DCTX	33225	1969
421	DCTX	33227	1969
422	DCTX	33228	1969
423	DCTX	33229	1969
424	DCTX	33230	1969
425	DCTX	33231	1969
426	DCTX	33232	1969
427	DCTX	33233	1969
428	DCTX	33235	1969
429	DCTX	33236	1969
430	DCTX	33237	1969
431	DCTX	33238	1969
432	DCTX	33239	1969
433	DCTX	33241	1969
434	DCTX	33242	1969
435	DCTX	33243	1969
436	DCTX	33244	1969

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Count	Car Mark	Car Number	Year Built
437	DCTX	33245	1969
438	DCTX	33246	1969
439	DCTX	33247	1969
440	DCTX	33248	1969
441	DCTX	33249	1969
442	DCTX	33251	1969
443	DCTX	33252	1969
444	DCTX	33253	1969
445	DCTX	33254	1969
446	DCTX	33278	1969
447	DCTX	33292	1970
448	DCTX	33293	1970
449	DCTX	33294	1970
450	DCTX	33295	1970
451	DCTX	33296	1970
452	DCTX	33297	1970
453	DCTX	33298	1970
454	DCTX	33299	1970
455	DCTX	33300	1970
456	DCTX	33301	1970
457	DCTX	33302	1970
458	DCTX	33303	1970
459	DCTX	33304	1970
460	DCTX	33305	1970
461	DCTX	33308	1970
462	DCTX	33310	1970
463	DCTX	33312	1970
464	DCTX	33313	1970
465	DCTX	33315	1970
466	DCTX	33318	1971
467	DCTX	33319	1971
468	DCTX	33320	1971
469	DCTX	33321	1971
470	DCTX	33322	1971
471	DCTX	33324	1971
472	DCTX	33325	1971
473	DCTX	34315	1968
474	DCTX	34317	1968
475	DCTX	34405	1968
476	DCTX	35113	1973
477	DCTX	35125	1973
478	DCTX	35139	1973
479	DCTX	35141	1973
480	DCTX	35144	1973
481	DCTX	35147	1974
482	DCTX	35160	1974
483	DCTX	35171	1974
484	DCTX	35177	1974
485	DCTX	35180	1974
486	DCTX	35182	1974
487	DCTX	35186	1974
488	DCTX	35188	1974
489	DCTX	35191	1974
490	DCTX	35192	1974
491	DCTX	35194	1974

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Count	Car Mark	Car Number	Year Built
492	DCTX	35195	1974
493	DCTX	35196	1974
494	DCTX	35199	1974
495	PLMX	27507	1981
496	PLMX	27508	1981
497	PLMX	27511	1981
498	PLMX	27512	1981
499	PLMX	27513	1981
500	PLMX	27515	1981
501	PLMX	27517	1981
502	PLMX	27518	1981
503	PLMX	27519	1981
504	PLMX	30080	1969
505	PLMX	34507	1969
506	PLMX	34914	1970
507	PLMX	34916	1971
508	PLMX	34922	1971
509	PLMX	34926	1971
510	PLMX	34929	1971
511	PLMX	34930	1971
512	PLMX	34932	1971
513	PLMX	34933	1971
514	PLMX	34936	1971
515	PLMX	35140	1973
516	PLMX	35142	1973
517	PLMX	35145	1973
518	PLMX	35146	1973
519	PLMX	35190	1974
520	PLMX	35193	1974
521	PLMX	35197	1974
522	PLMX	35198	1974
523	CITX	3810	1976
524	CITX	3815	1976
525	CITX	3819	1976
526	CITX	3820	1976
527	CITX	3827	1976
528	CITX	3828	1976
529	CITX	3830	1976
530	CITX	3852	1976
531	CITX	3863	1976
532	CITX	4218	1974
533	CITX	35800	1976
534	CITX	35801	1976
535	CITX	35802	1976
536	CITX	35803	1976
537	CITX	35804	1976
538	CITX	35805	1976
539	CITX	35806	1976
540	CITX	35807	1976
541	CITX	35808	1976
542	EJ&E	89100	1980
543	EJ&E	89101	1980
544	EJ&E	89102	1980
545	EJ&E	89104	1980
546	EJ&E	89105	1980

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Count	Car Mark	Car Number	Year Built
547	EJ&E	89106	1980
548	EJ&E	89107	1980
549	EJ&E	89108	1980
550	EJ&E	89109	1980
551	EJ&E	89110	1980
552	EJ&E	89111	1980
553	EJ&E	89112	1980
554	EJ&E	89113	1980
555	EJ&E	89114	1980
556	EJ&E	89115	1980
557	EJ&E	89116	1980
558	EJ&E	89118	1980
559	EJ&E	89119	1980
560	EJ&E	89120	1980
561	EJ&E	89121	1980
562	EJ&E	89122	1980
563	EJ&E	89123	1980
564	EJ&E	89124	1980
565	EJ&E	89125	1980
566	EJ&E	89126	1980
567	EJ&E	89127	1980
568	EJ&E	89128	1980
569	EJ&E	89129	1980
570	EJ&E	89130	1980
571	EJ&E	89131	1980
572	EJ&E	89132	1980
573	EJ&E	89133	1980
574	EJ&E	89134	1980
575	EJ&E	89135	1980
576	EJ&E	89136	1980
577	EJ&E	89137	1980
578	EJ&E	89138	1980
579	EJ&E	89139	1980
580	EJ&E	89140	1980
581	EJ&E	89141	1980
582	EJ&E	89142	1980
583	EJ&E	89143	1980
584	EJ&E	89144	1980
585	EJ&E	89145	1980
586	EJ&E	89146	1980
587	EJ&E	89147	1980
588	EJ&E	89148	1980
589	EJ&E	89149	1980
590	EJ&E	89150	1980
591	EJ&E	89151	1980
592	EJ&E	89152	1980
593	EJ&E	89153	1980
594	EJ&E	89154	1980
595	EJ&E	89155	1980
596	EJ&E	89156	1980
597	EJ&E	89157	1980
598	EJ&E	89158	1980
599	EJ&E	89159	1980
600	EJ&E	89160	1980
601	EJ&E	89161	1980

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Count	Car Mark	Car Number	Year Built
602	EJ&E	89162	1980
603	EJ&E	89163	1980
604	EJ&E	89164	1980
605	EJ&E	89165	1980
606	EJ&E	89166	1980
607	EJ&E	89167	1980
608	EJ&E	89168	1980
609	EJ&E	89169	1980
610	EJ&E	89170	1980
611	EJ&E	89171	1980
612	EJ&E	89172	1980
613	EJ&E	89173	1980
614	EJ&E	89174	1980
615	EJ&E	89175	1980
616	EJ&E	89176	1980
617	EJ&E	89177	1980
618	EJ&E	89178	1980
619	EJ&E	89179	1980
620	EJ&E	89180	1980
621	EJ&E	89181	1980
622	EJ&E	89182	1980
623	EJ&E	89183	1980
624	EJ&E	89184	1980
625	EJ&E	89185	1980
626	EJ&E	89186	1980
627	EJ&E	89187	1980
628	EJ&E	89188	1980
629	EJ&E	89189	1980
630	EJ&E	89190	1980
631	EJ&E	89191	1980
632	EJ&E	89192	1980
633	EJ&E	89193	1980
634	EJ&E	89195	1980
635	EJ&E	89196	1980
636	EJ&E	89197	1980
637	EJ&E	89198	1980
638	EJ&E	89199	1980
639	EJ&E	89200	1980
640	EJ&E	89201	1980
641	EJ&E	89202	1980
642	EJ&E	89203	1980
643	EJ&E	89204	1980
644	EJ&E	89205	1980
645	EJ&E	89206	1980
646	EJ&E	89207	1980
647	EJ&E	89208	1980
648	EJ&E	89209	1980
649	EJ&E	89210	1980
650	EJ&E	89211	1980
651	EJ&E	89212	1980
652	EJ&E	89213	1980
653	EJ&E	89214	1980
654	EJ&E	89215	1980
655	EJ&E	89216	1980
656	EJ&E	89217	1980

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Count	Car Mark	Car Number	Year Built
657	PLMX	2684	1977
658	PLMX	3400	1976
659	PLMX	3411	1976
660	PLMX	3424	1976
661	PLMX	3485	1976
662	PLMX	3486	1976
663	PLMX	3490	1976
664	PLMX	3493	1976
665	PLMX	3512	1976
666	PLMX	3525	1976
667	PLMX	3808	1976
668	PLMX	3813	1976
669	PLMX	3814	1976
670	PLMX	3829	1976
671	PLMX	3831	1976
672	PLMX	3834	1976
673	PLMX	3928	1977
674	PLMX	3938	1977
675	PLMX	3953	1977
676	PLMX	3957	1977
677	PLMX	3958	1977
678	PLMX	3960	1977
679	PLMX	3966	1977
680	PLMX	3967	1977
681	PLMX	3972	1977
682	PLMX	3981	1977
683	PLMX	4135	1974
684	PLMX	4136	1974
685	PLMX	4137	1974
686	PLMX	4138	1974
687	PLMX	4139	1974
688	PLMX	4140	1974
689	PLMX	4141	1974
690	PLMX	4142	1974
691	PLMX	4143	1974
692	PLMX	4144	1974
693	PLMX	4145	1974
694	PLMX	4146	1974
695	PLMX	4147	1974
696	PLMX	4149	1974
697	PLMX	4150	1974
698	PLMX	4151	1974
699	PLMX	4152	1974
700	PLMX	4153	1974
701	PLMX	4154	1974
702	PLMX	4229	1974
703	PLMX	4238	1974
704	PLMX	4244	1974
705	PLMX	4245	1974
706	PLMX	4500	1976
707	PLMX	4503	1976
708	PLMX	4510	1976
709	PLMX	4514	1976
710	PLMX	4516	1977
711	PLMX	4527	1978

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Count	Car Mark	Car Number	Year Built
712	PLMX	4530	1978
713	PLMX	4532	1978
714	PLMX	4541	1978
715	PLMX	4548	1978
716	PLMX	4550	1978
717	PLMX	4643	1978
718	PLMX	5985	1966
719	PLMX	25251	1977
720	PLMX	25253	1977
721	PLMX	25254	1977
722	PLMX	25255	1977
723	PLMX	25256	1977
724	PLMX	25258	1977
725	PLMX	25259	1977
726	PLMX	25263	1977
727	PLMX	25264	1977
728	PLMX	25265	1977
729	PLMX	25266	1977
730	PLMX	25267	1977
731	PLMX	25268	1977
732	PLMX	25269	1977
733	PLMX	25270	1977
734	PLMX	25271	1977
735	PLMX	25272	1977
736	PLMX	25274	1977
737	PLMX	25275	1977
738	PLMX	25276	1977
739	PLMX	25277	1977
740	PLMX	25278	1977
741	PLMX	25280	1977
742	PLMX	25281	1977
743	DCFX	660080	1976
744	DCFX	660081	1976
745	DCFX	660082	1976
746	DCFX	660083	1976
747	DCFX	660084	1976
748	DCFX	660085	1976
749	DCFX	660086	1976
750	DCFX	660087	1976
751	DCFX	660088	1976
752	DCFX	660089	1976
753	DCFX	660090	1976
754	DCFX	660091	1976
755	DCFX	660092	1976
756	DCFX	660093	1976
757	DCFX	660094	1976
758	DCFX	660095	1976
759	DCFX	660096	1976
760	DCFX	660097	1976
761	DCFX	660098	1976
762	DCFX	660099	1976
763	PLEX	2330	1973
764	PLEX	2331	1973
765	PLEX	2332	1973
766	PLEX	2333	1973

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Count	Car Mark	Car Number	Year Built
767	PLEX	2335	1973
768	PLEX	2336	1973
769	PLEX	2337	1973
770	PLEX	2339	1973
771	PLEX	2450	1966
772	PLEX	2451	1966
773	PLEX	2454	1966
774	PLEX	2455	1966
775	PLEX	2456	1966
776	PLEX	2457	1966
777	PLEX	2458	1966
778	PLEX	2459	1966
779	PLEX	2961	1970
780	PLEX	2962	1970
781	PLEX	2964	1970
782	PLEX	3101	1970
783	PLEX	3102	1970
784	PLEX	3340	1978
785	PLEX	3341	1978
786	PLEX	3342	1978
787	PLEX	3343	1978
788	PLEX	3344	1978
789	PLEX	3345	1978
790	PLEX	3346	1978
791	PLEX	3347	1978
792	PLEX	3348	1978
793	PLEX	3349	1978
794	PLEX	3350	1978
795	PLEX	3351	1978
796	PLEX	3352	1978
797	PLEX	3353	1978
798	PLEX	3354	1978
799	PLEX	3355	1978
800	PLEX	3356	1978
801	PLEX	3357	1978
802	PLEX	3358	1978
803	PLEX	3360	1970
804	PLEX	3361	1970
805	PLEX	3362	1970
806	PLEX	3363	1970
807	PLEX	3364	1970
808	PLEX	3366	1970
809	PLEX	3367	1970
810	PLEX	3368	1970
811	PLEX	3369	1970
812	PLEX	3370	1970
813	PLEX	3371	1970
814	PLEX	3372	1970
815	PLEX	3373	1970
816	PLEX	3374	1970
817	PLEX	3377	1970
818	PLEX	3378	1970
819	PLEX	3379	1970
820	PLEX	3380	1970
821	PLEX	3381	1970

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Count	Car Mark	Car Number	Year Built
822	PLEX	3400	1978
823	PLEX	3401	1978
824	PLEX	3403	1978
825	PLEX	3404	1978
826	PLEX	3405	1978
827	PLEX	3406	1978
828	PLEX	3407	1978
829	PLEX	3408	1978
830	PLEX	3409	1978
831	PLEX	3410	1978
832	PLEX	3411	1978
833	PLEX	3412	1978
834	PLEX	3413	1978
835	PLEX	3414	1978
836	PLEX	3415	1974
837	PLEX	3416	1974
838	PLEX	3417	1974
839	PLEX	3418	1974
840	PLEX	4000	1970
841	PLEX	4001	1970
842	PLEX	4002	1970
843	PLEX	33501	1967
844	PLEX	33502	1971
845	PLEX	33503	1971
846	PLEX	33504	1968
847	PLEX	33505	1968
848	PLEX	33908	1970
849	PLEX	33911	1970
850	PLEX	33917	1970
851	PLEX	33919	1968
852	PLEX	33921	1969
853	PLEX	33923	1970
854	PLEX	33924	1970
855	PLEX	33925	1970
856	PLEX	33926	1970
857	PLEX	33927	1970
858	PLMX	2685	1977
859	PLMX	2691	1977
860	PLMX	2695	1977
861	PLMX	3412	1976
862	PLMX	3420	1976
863	PLMX	3436	1976
864	PLMX	3439	1976
865	PLMX	3442	1976
866	PLMX	3443	1976
867	PLMX	3446	1976
868	PLMX	3534	1976
869	PLMX	3805	1976
870	PLMX	3844	1976
871	PLMX	3922	1977
872	PLMX	4122	1974
873	PLMX	4123	1974
874	PLMX	4501	1976
875	PLMX	4508	1976
876	PLMX	9116	1965

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Count	Car Mark	Car Number	Year Built
877	PLMX	9123	1965
878	PLMX	9126	1965
879	PLMX	9128	1965
880	PLMX	9135	1965
881	PLMX	9202	1966
882	PLMX	9204	1966
883	PLMX	9205	1966
884	PLMX	9206	1966
885	PLMX	9209	1966
886	PLMX	9210	1966
887	PLMX	9230	1966
888	PLMX	9241	1966
889	PLMX	9243	1966
890	PLMX	9244	1966
891	PLMX	9246	1966
892	PLMX	9249	1966
893	PLMX	9254	1966
894	PLMX	25257	1977
895	PLMX	30065	1969
896	PLMX	35323	1976
897	PLMX	35603	1978
898	PLMX	35609	1978
899	PLMX	42836	1981
900	PLMX	42837	1981
901	PLMX	133001	1977
902	PLMX	133002	1978
903	PLMX	133003	1978
904	PLMX	733210	1973
905	PLMX	733216	1973
906	PLMX	825009	1991
907	PLMX	825013	1991
908	PLMX	825016	1991
909	PLMX	825025	1991
910	PLMX	825026	1991
911	PLMX	825028	1991
912	PLMX	825031	1991
913	PLMX	825041	1991
914	PLMX	825046	1991
915	PLMX	825050	1991

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SCHEDULE "B"

Leases

- 1 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF JANUARY 1, 1993 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND COMINCO FERTILIZERS LTD., AS LESSEE [PLM #6181-01]**
 - 1.1 Name Change of Cominco Fertilizers Ltd. to Agrium Inc. dated as of May 24, 1995
 - 1.2 Assignment Notice – Agrium Inc. to Agrium Partnership dated as of February 25, 1997
 - 1.3 Rider 13 dated to Master Railcar Leasing Agreement dated as of March 30, 2004
 - 1.4 Amendment to Rider 13 to Master Railcar Leasing Agreement dated as of May 27, 2004

- 2 **LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF FEBRUARY 1, 1994 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND ALLIED SIGNAL INC., AS LESSEE [PLM #5017-01]**
 - 2.1 Rider 9 to Lease Agreement dated as of December 9, 1997
 - 2.2 Rider 11 to Lease Agreement dated as of December 29, 1998

- 3 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF AUGUST 15, 1988 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND AMOCO CANADA PETROLEUM COMPANY LTD., AS LESSEE [PLM #4804-01]**
 - 3.1 Rider 4 to Master Railcar Leasing Agreement (not dated)
 - 3.2 Renewal Agreement to Rider 4 dated as of August 19, 1994
 - 3.3 Renewal Agreement to Rider 4 dated as of September 27, 1999
 - 3.4 Renewal Agreement to Rider 4 dated as of August 9, 2000 (unsigned)
 - 3.5 Rider 5 to Master Railcar Leasing Agreement (not dated)
 - 3.6 Amendment to Rider 5 dated as of March 1, 1994
 - 3.7 Renewal Agreement to Rider 5 dated as of February 1, 1995
 - 3.8 Renewal Agreement to Rider 5 dated as of August 9, 2000 (unsigned)

- 3.9 Rider 6 to Master Railcar Leasing Agreement (not dated)
- 3.10 Amendment and Renewal Agreement to Rider 6 dated as of August 8, 1995
- 3.11 Renewal Agreement to Rider No. 6 dated as of August 9, 2000 (unsigned)
- 3.12 Rider 11 to Master Railcar Leasing Agreement dated as of May 20, 1999
- 3.13 Rider 12 to Master Railcar Leasing Agreement (not dated)
- 3.14 Amendment to Rider 12 dated as of November 17, 1998
- 3.15 Renewal Agreement to Rider 12 dated as of October 2, 2003 (unsigned)

4 MASTER RAILCAR LEASING AGREEMENT DATED AS OF JUNE 15, 1994 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND HOME OIL COMPANY LIMITED, AS LESSEE [PLM #6187-01]

- 4.1 Assignment and Novation dated as of February 1, 1996 to Anderson Exploration
- 4.2 Declaration of Partnership dated as of February 1, 1996 between Anderson Exploration Ltd. and Home Oil Company Limited
- 4.3 Assignment Agreement dated as of March 5, 2002 between Devon AXL and Devon Canada
- 4.4 Letter dated as of June 3, 2002 referencing acquisition of all shares of Anderson Exploration Ltd. by Devon Energy Corporation and assignment of all interests in Master Railcar Leasing Agreement
- 4.5 Rider 3 to Master Railcar Leasing Agreement dated as of July 25, 1995
- 4.6 Renewal Agreement to Rider 3 dated as of March 18, 1996
- 4.7 Renewal Agreement to Rider 3 dated as of March 21, 1997
- 4.8 Renewal Agreement to Rider 3 dated as of March 23, 1998
- 4.9 Amendment and Renewal Agreement to Rider 3 dated as of March 19, 1999
- 4.10 Renewal Agreement to Rider 3 dated as of March 25, 2002

5 MASTER RAILCAR LEASING AGREEMENT DATED AS OF JUNE 1, 1991 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND CANADIAN ENTERPRISE GAS PRODUCTS LTD., AS LESSEE [PLM #6095-01]

- 5.1 Rider 2 to Master Railcar Leasing Agreement dated as of November 1, 1993

- 5.2 Renewal Agreement to Rider 2 dated as of February 28, 1994
- 5.3 Renewal Agreement to Rider 2 dated as of August 29, 1997
- 5.4 Amendment and Renewal Agreement to Rider 2 dated as of October 7, 2002
- 5.5 Amendment to Rider No. 2 dated as of May 27, 2004
- 5.6 Rider 5 to Master Railcar Leasing Agreement dated as of November 12, 1999
- 5.7 Renewal Agreement to Rider 5 dated as of July 19, 2001
- 5.8 Amendment Agreement to Rider 5 dated as of June 4, 2004
- 5.9 Rider 8 to Master Railcar Leasing Agreement dated as of May 3, 2001
- 5.10 Amendment to Rider 8 dated as of May 27, 2004
- 5.11 Rider 9 to Master Railcar Leasing Agreement dated as of June 12, 2001
- 5.12 Renewal Agreement to Rider 9 dated as of June 10, 2002
- 5.13 Amendment to Rider 9 dated as of October 7, 2002
- 5.14 Amendment and Renewal Agreement to Rider 9 dated as of May 5, 2004
- 5.15 Rider 10 to Master Railcar Leasing Agreement dated as of September 14, 2001
- 5.16 Renewal Agreement to Rider 10 dated as of September 3, 2002
- 5.17 Amendment to Rider 10 dated as of May 27, 2004

6 LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF NOVEMBER 15, 1988 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND CHEVRON U.S.A., AS LESSEE [PLM #5050-01]

- 6.1 Certificate of Nonsegregated Facilities dated as of September 22, 1989
- 6.2 Rider 15 to Lease Agreement dated as of June 1, 1994
- 6.3 Renewal Agreement to Rider 15 dated as of May 5, 1995
- 6.4 Renewal Agreement to Rider 15 dated as of September 19, 1996
- 6.5 Renewal Agreement to Rider 15 dated as of July 16, 1997
- 6.6 Amendment and Renewal Agreement to Rider 15 dated as of September 7, 1999
- 6.7 Amendment and Renewal Agreement to Rider 15 dated as of September 11, 2000

- 6.8 Amendment to Rider 15 dated as of September 18, 2003
- 6.9 Rider 23 to Lease Agreement dated as of October 5, 1999
- 6.10 Renewal Agreement to Rider 23 dated as of February 28, 2000
- 6.11 Amendment and Renewal Agreement to Rider 23 dated as of September 27, 2000
- 6.12 Amendment to Rider 23 dated as of September 18, 2003
- 6.13 Rider 24 to Lease Agreement dated as of October 23, 2000
- 6.14 Amendment to Rider 24 dated January 28, 2003
- 6.15 Amendment to Rider 24 dated as of June 26, 2003
- 6.16 Amendment to Rider 24 dated as of September 18, 2003
- 7 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF MARCH 1, 1988 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND CHINOOK CHEMICALS COMPANY, AS LESSEE [PLM #4806-01]**
 - 7.1 Rider 11 to Master Railcar Leasing Agreement (not dated)
- 8 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF SEPTEMBER 1, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND COASTAL CHEM, INC., AS LESSEE [PLM #5850-01]**
 - 8.1 Consent to Assignment of Lease Agreement Letter dated as of September 8, 2003 assigning Lease Agreement to Dyno Nobel
 - 8.2 Rider 9 to Lease Agreement dated as of January 9, 2004
 - 8.3 Amendment to Rider 9 dated as of January 23, 2004
 - 8.4 Amendment to Rider 9 dated as of February 6, 2004 (unsigned)
- 9 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF APRIL 5, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND BAYWAY REFINING COMPANY, AS LESSEE [PLM #5026-01]**
 - 9.1 Letter dated as of May 7, 1998 changing lessee name to Tosco Refining Company
 - 9.2 Rider 6 to Lease Agreement (not dated)
 - 9.3 Renewal Agreement to Rider 6 dated as of October 17, 2000
 - 9.4 Amendment to Rider 6 dated as of December 16, 2003

- 9.5 Rider 8 to Lease Agreement dated as of February 10, 1997
- 9.6 Renewal Agreement to Rider 8 dated as of March 9, 2000
- 9.7 Rider 12 to Lease Agreement dated as of January 6, 2004
- 9.8 Rider 15 to Lease Agreement dated as of May 3, 2004
- 10 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF JULY 1, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND CONTINENTAL NITROGEN AND RESOURCES CORPORATION, AS LESSEE [PLM #5074-01]**
 - 10.1 Rider 3 to Lease Agreement dated as of October 14, 1996
 - 10.2 Renewal Agreement to Rider 3 dated as of September 20, 1999
 - 10.3 Renewal Agreement to Rider 3 dated as of December 9, 2002
 - 10.4 Amendment and Renewal Agreement to Rider 3 dated as of November 20, 2003
- 11 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF APRIL 1, 1988 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND DIVERSIFIED CPC INTERNATIONAL, AS LESSEE [PLM #4513-13]**
 - 11.1 Rider 9 to Lease Agreement dated as of April 28, 1993
 - 11.2 Renewal Agreement to Rider 9 dated as of May 28, 1998
 - 11.3 Amendment and Renewal Agreement to Rider 9 dated as of March 26, 2004
- 12 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF MARCH 1, 1989 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND E. I. DU PONT DE NEMOURS & CO., AS LESSEE [PLM #4925-01]**
 - 12.1 Letter Agreement dated as of December 11, 2000 assigning responsibility for the Lease Agreement to D. Wayne King as responsible buyer for E. I. du Pont de Nemours & Co.
 - 12.2 Rider 16 to Lease Agreement dated as of December 5, 2003
 - 12.3 Rider 17 to Lease Agreement dated as of December 5, 2003
 - 12.4 Rider 18 to Lease Agreement dated as of June 8, 2004
- 13 **MASTER LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF DECEMBER 1, 2003 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND EL PASO NGL MARKETING CO. LP, AS LESSEE [PLM #5078-01] [UNSIGNED]**

- 13.1 Rider 1 to Master Lease Agreement (not dated and unsigned)
- 14 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF NOVEMBER 1, 1988 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND ELBOW RIVER RESOURCES LTD., AS LESSEE [PLM #6060-01]**
 - 14.1 Rider 15 to Master Railcar Leasing Agreement dated as of April 9, 2001
 - 14.2 Amendment to Rider 15 dated as of October 11, 2001
 - 14.3 Amendment to Rider 15 dated as of March 12, 2002
 - 14.4 Rider 17 to Master Railcar Leasing Agreement dated as of April 9, 2001
 - 14.5 Amendment to Rider 17 dated as of October 11, 2001
 - 14.6 Amendment to Rider 17 dated as of March 12, 2002
 - 14.7 Amendment to Rider 17 dated as of July 15, 2004 (unsigned)
 - 14.8 Rider 18 to Master Railcar Leasing Agreement (missing)
 - 14.9 Amendment to Rider 18 dated as of May 27, 2004
 - 14.10 Rider 20 to Master Railcar Leasing Agreement dated as of October 23, 2001
 - 14.11 Amendment to Rider 20 dated as of March 12, 2002
 - 14.12 Rider 23 to Master Railcar Leasing Agreement dated as of June 9, 2004
- 15 **MASTER LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF JULY 1, 2004 BY AND BETWEEN TRANSPORTATION EQUIPMENT-PLM, LLC, AS LESSOR AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, AS LESSEE [PLM #5997-01] [UNSIGNED]**
 - 15.1 Rider 1 to Master Lease Agreement (not dated and unsigned)
- 16 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF FEBRUARY 28, 1995 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND FACTOR GAS LIQUIDS INC., AS LESSEE [PLM #6134-01]**
 - 16.1 Rider 8 to Master Railcar Leasing Agreement dated as of June 21, 2001
 - 16.2 Renewal Agreement to Rider 8 dated as of March 27, 2002
 - 16.3 Amendment to Rider 8 dated as of March 27, 2004

- 16.4 Rider 9 to Master Railcar Leasing Agreement dated as of November 23, 2001
- 16.5 Amendment and Renewal Agreement to Rider 9 dated as of November 21, 2003
- 17 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF SEPTEMBER 1, 1992 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND FEDERATED CO-OPERATIVES LIMITED, AS LESSEE [PLM #6135-01]**
 - 17.1 Rider No. 1 to Master Railcar Leasing Agreement (not dated)
 - 17.2 Amendment and Renewal Agreement to Rider 1 dated as of October 9, 1997
 - 17.3 Amendment to Rider 1 dated as of January 21, 2000 (unsigned)
 - 17.4 Renewal Agreement to Rider 1 dated as of November 4, 2002
 - 17.5 Rider 2 to Master Railcar Leasing Agreement dated as of September 1, 1993
 - 17.6 Renewal Agreement to Rider 2 dated as of December 1, 1998
 - 17.7 Renewal Agreement to Rider 2 dated as of March 9, 2004
 - 17.8 Rider 4 to Master Railcar Leasing Agreement dated as of November 13, 1997
 - 17.9 Renewal Agreement to Rider 4 dated as of November 4, 2002
- 18 **MASTER LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF SEPTEMBER 1, 2003 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND FERRELL NORTH AMERICA, AS LESSEE [PLM #5079-01] [UNSIGNED]**
 - 18.1 Rider 2 to Master Lease Agreement dated as of June 23, 2004
 - 18.2 Rider 3 to Master Lease Agreement dated as of June 23, 2004
- 19 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF OCTOBER 1, 1989 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND GIBSON GAS LIQUIDS LIMITED, AS LESSEE [PLM #6185-01-001]**
 - 19.1 Fax Transmittal dated as of January 20, 2000 regarding name change of Gibson Gas Liquids Limited to Gibson Petroleum Company Limited
 - 19.2 Rider 3 to Master Railcar Leasing Agreement dated as of March 24, 1991
 - 19.3 Renewal Agreement to Rider 3 dated as of August 18, 1995
 - 19.4 Renewal Agreement to Rider 3 dated as of October 21, 1997

- 19.5 Renewal Agreement to Rider 3 dated as of September 14, 1998
- 19.6 Renewal Agreement to Rider 3 dated as of August 6, 2001
- 19.7 Rider 8 Master Railcar Leasing Agreement dated as of May 14, 1999
- 19.8 Renewal Agreement to Rider 8 dated as of August 6, 2001
- 19.9 Rider 9 Master Railcar Leasing Agreement dated as of December 10, 2001
- 19.10 Renewal Agreement to Rider 9 dated as of April 22, 2004
- 20 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF MARCH 4, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND GLNX CORPORATION, AS LESSEE [PLM #5090-01]**
 - 20.1 Rider 15 to Lease Agreement dated as of November 7, 2003
 - 20.2 Amendment to Rider 15 dated as of June 2, 2004 (unsigned)
- 21 **MASTER LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF NOVEMBER 1, 2000 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND ROYSTER-CLARK, INC., AS LESSEE [PLM #5835-01]**
 - 21.1 Certificate of Amendment of Certificate of Incorporation of Vigoro Industries, Inc. dated as of September 19, 1996 changing name to IMC AgriBusiness Inc.
 - 21.2 Lease Agreement for Railroad Tank Cars dated as of October 10, 1991 by and between PLM Investment Management, Inc., as Lessor, and Vigoro Industries, Inc., as Lessee [#5835-01]
 - 21.3 Rider 8 to Master Lease Agreement dated as of March 9, 2001
- 22 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF AUGUST 23, 1994 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND IMPERIAL OIL LIMITED AND MCCOLL-FRONTENAC PETROLEUM INC., AS LESSEE [PLM #4834-04]**
 - 22.1 Rail Car Lease Amending Agreement dated as of June 1, 1996 between Imperial Oil, Canada Imperial Oil Limited and PLM Equipment Growth Fund Canada Limited appointing Canada Imperial Oil Limited as lessee
 - 22.2 Rider 9 to Master Railcar Leasing Agreement (not dated and unsigned)
 - 22.3 Renewal to Rider 9 (not dated)
 - 22.4 Renewal to Rider 9 dated as of December 3, 1998

- 22.5 Renewal to Rider 9 dated as of April 1, 2004
- 22.6 Amendment to Rider 9 (not dated)
- 22.7 Renewal to Rider 9 (not dated)
- 22.8 Renewal to Rider 9 (not dated)
- 22.9 Rider 10 to Master Railcar Leasing Agreement dated as of January 8, 1999
- 22.10 Amendment to Rider 10 dated as of March 11, 2003
- 22.11 Amendment to Rider 10 dated as of November 24, 2003
- 22.12 Renewal to Rider 10 dated as of April 1, 2004
- 23 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF APRIL 20, 1994 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND RESOURCE ENERGY MARKETING LTD., AS LESSEE [PLM #6340-01]**
 - 23.1 Letter dated as of April 29, 2003 assigning Master Railcar Leasing Agreement to Inergy Canada Company
 - 23.2 Email dated as of May 1, 2003 referencing sale of Resource Energy Marketing LTD to Inergy Canada Company
 - 23.3 Rider 8 to Master Railcar Leasing Agreement (not dated)
- 24 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF DECEMBER 1, 1988 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND NGL SUPPLY CO. LTD., AS LESSEE [PLM #4840-01]**
 - 24.1 Rider 2 to Master Railcar Leasing Agreement (not dated)
 - 24.2 Renewal Agreement to Rider 2 dated as of January 3, 1994
 - 24.3 Renewal Agreement to Rider 2 dated as of May 2, 1994
 - 24.4 Renewal Agreement to Rider 2 dated as of March 1, 1996
 - 24.5 Renewal Agreement to Rider 2 dated as of March 26, 2001
 - 24.6 Rider 26 to Master Railcar Leasing Agreement dated as of March 27, 2001
 - 24.7 Amendment to Rider 26 dated as of March 18, 2003
 - 24.8 Amendment to Rider 26 dated as of August 22, 2003

- 24.9 Amendment to Rider 26 dated as of May 31, 2004
- 24.10 Rider 27 to Master Railcar Leasing Agreement dated as of April 25, 2001
- 24.11 Amendment and Renewal Agreement to Rider 27 dated as of May 4, 2001
- 24.12 Renewal Agreement to Rider 27 dated as of May 15, 2002
- 24.13 Amendment and Renewal Agreement to Rider 27 dated as of July 31, 2002
- 24.14 Amendment to Rider 27 dated as of March 18, 2003
- 24.15 Amendment to Rider 27 dated as of May 31, 2004
- 24.16 Rider 29 to Master Railcar Leasing Agreement dated as of August 31, 2001
- 24.17 Amendment to Rider 29 dated as of January 10, 2002
- 24.18 Amendment to Rider 29 dated as of February 25, 2002
- 24.19 Amendment and Renewal Agreement to Rider 29 dated as of March 18, 2003
- 24.20 Amendment to Rider 29 dated as of May 6, 2003
- 24.21 Renewal Agreement to Rider 29 dated as of August 22, 2003
- 24.22 Amendment and Renewal to Rider 29 dated as of May 5, 2004
- 24.23 Amendment to Rider 29 dated as of July 16, 2004 (unsigned)
- 24.24 Rider 36 to Master Railcar Leasing Agreement dated as of March 14, 2003
- 24.25 Amendment to Rider 36 dated as of May 31, 2004
- 24.26 Rider 38 to Master Railcar Leasing Agreement dated as of June 21, 2004
- 25 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF SEPTEMBER 1, 1994 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND OCTEL AMERICA, AS LESSEE [PLM #5114-01]**
 - 25.1 Renewal Agreement to Rider 11 dated as of February 9, 2004
 - 25.2 Rider 11 to Lease Agreement dated as of February 18, 2004
- 26 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF FEBRUARY 1, 1988 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND C-I-L INC., AS LESSEE [PLM #4822-01]**

- 26.1 Letter Agreement dated as of October 1, 1997 between PLM Railcar Mgt. Services and ICI Canada Inc. assigning Master Railcar Leasing Agreement to PCI Chemicals Canada Inc.
- 26.2 Rider No. 4 to Master Railcar Leasing Agreement dated as of April 18, 1990
- 26.3 Renewal Agreement to Rider 4 dated as of July 23, 1993
- 26.4 Amendment and Renewal Agreement to Rider 4 dated as of June 29, 1995
- 26.5 Renewal Agreement to Rider 4 dated as of August 9, 2000
- 26.6 Rider 22 to Master Railcar Leasing Agreement dated as of April 14, 1992
- 26.7 Renewal Agreement to Rider 22 dated as of October 5, 1993
- 26.8 Renewal Agreement to Rider 22 dated as of March 3, 1994
- 26.9 Renewal Agreement to Rider 22 dated as of May 6, 1997
- 26.10 Amendment and Renewal Agreement to Rider 22 dated as of April 30, 2002
- 26.11 Rider 23 to Master Railcar Leasing Agreement dated as of May 17, 1995
- 26.12 Amendment to Rider 23 dated as of February 18, 1997
- 26.13 Renewal Agreement to Rider 23 dated as of December 22, 1999
- 26.14 Rider 24 to Master Railcar Leasing Agreement dated as of May 17, 1995
- 26.15 Renewal Agreement to Rider 24 dated as of December 22, 1999
- 27 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF MARCH 1, 1991 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND PETROMONT AND COMPANY, LIMITED BY PETROMONT INC., AS LESSEE [PLM #4855-01]**
 - 27.1 Rider 4 to Master Railcar Leasing Agreement (not dated)
 - 27.2 Renewal Agreement to Rider 4 dated as of July 19, 2002
- 28 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF FEBRUARY 1, 1992 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND SIMPLOT CANADA LIMITED, AS LESSEE [PLM #6355-01]**
 - 28.1 Rider 5 to Master Railcar Leasing Agreement dated as of April 15, 1997
 - 28.2 Amendment to Rider 5 dated as of June 10, 1997

- 28.3 Renewal Agreement to Rider 5 dated as of March 11, 2002
- 28.4 Amendment to Rider 5 dated as of August 29, 2002
- 28.5 Rider 7 to Master Railcar Leasing Agreement dated as of November 26, 1997
- 28.6 Amendment to Rider 7 dated as of March 23, 1998
- 28.7 Renewal Agreement to Rider 7 dated as of February 6, 2003
- 28.8 Rider 9 to Master Railcar Leasing Agreement dated as of September 23, 1999
- 28.9 Amendment to Rider 9 dated as of January 4, 2000
- 28.10 Rider 10 to Master Railcar Leasing Agreement dated as of June 11, 2001
- 28.11 Amendment and Renewal Agreement to Rider 10 dated as of June 11, 2001
- 28.12 Rider 11 to Master Railcar Leasing Agreement dated as of March 9, 2003
- 28.13 Renewal Agreement to Rider 11 dated as of March 9, 2004
- 29 **LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF APRIL 28, 2004 BY AND BETWEEN TRANSPORTATION EQUIPMENT-PLM, LLC, AS LESSOR, AND SINCLAIR OIL CORPORATION, AS LESSEE [PLM #4762-01]**
 - 29.1 Rider 1 to Lease Agreement dated as of May 26, 2004
- 30 **MASTER RAILCAR LEASING AGREEMENT DATED MARCH 25, 1993 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR AND SKEENA CELLULOSE INC., AS LESSEE [PLM #6357-01]**
 - 30.1 Certificate of Change of Name evidencing name change back to Skeena Cellulose Inc.
 - 30.2 Rider 4 to Master Railcar Leasing Agreement (not dated)
- 31 **LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF AUGUST 19, 1998 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND SOUTHWEST RAIL INDUSTRIES INC., AS LESSEE [PLM #5890-01]**
 - 31.1 Rider 2 to Lease Agreement dated as of October 14, 1998
- 32 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF SEPTEMBER 5, 2000 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND STITTCO ENERGY LIMITED, AS LESSEE [PLM #6890-01]**

- 32.1 Rider 1 to Master Railcar Leasing Agreement dated as of October 2, 2000
- 32.2 Renewal Agreement to Rider 1 dated as of November 10, 2003
- 32.3 Rider 2 to Master Railcar Leasing Agreement dated as of September 20, 2001
- 32.4 Renewal Agreement to Rider 2 dated as of August 28, 2002
- 32.5 Amendment to Rider 2 dated as of June 1, 2004
- 33 **LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF NOVEMBER 7, 2002 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND SUNCOR ENERGY MARKETING INC., AS LESSEE [PLM #6280-01]**
 - 33.1 Rider 1 to Lease Agreement dated as of November 12, 2002
 - 33.2 Amendment to Rider 1 dated as of May 6, 2003
 - 33.3 Renewal Agreement to Rider 1 dated as of November 21, 2003
 - 33.4 Amendment Agreement to Rider 1 dated as of June 30, 2004 (unsigned)
- 34 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF JUNE 1, 2001 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND SUPERIOR PROPANE INC., AS LESSEE [PLM #6558-01]**
 - 34.1 Rider No. 1 to Master Railcar Leasing Agreement dated as of March 18, 2002
- 35 **LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF JANUARY 1, 1995 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND TANNER INDUSTRIES, AS LESSEE [PLM #4565-01]**
 - 35.1 Rider 1 to Lease Agreement dated as of May 2, 1995
 - 35.2 Renewal Agreement to Rider 1 dated as of February 1, 2000
 - 35.3 Renewal Agreement to Rider 1 dated as of January 16, 2001
 - 35.4 Renewal Agreement to Rider 1 dated as of November 6, 2003
 - 35.5 Rider 2 to Lease Agreement dated as of June 29, 2004
- 36 **MASTER LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF JANUARY 1, 2004 BY AND BETWEEN TRANSPORTATION EQUIPMENT-PLM, LLC, AS LESSOR, AND TESORO REFINING AND MARKETING CO., AS LESSEE [PLM #4981-01] [UNSIGNED]**
 - 36.1 Rider 1 to Master Lease Agreement (not dated and unsigned)

- 36.2 Amendment to Rider No. 1 dated as of May 4, 2004 (unsigned)
- 36.3 Amendment to Rider 1 dated as of June 21, 2004 (unsigned)
- 37 **MASTER LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF JUNE 25, 2003 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND TRANSAMMONIA, INC., AS LESSEE [PLM #5734-01]**
 - 37.1 Rider 15 to Master Lease Agreement dated as of June 27, 2003
 - 37.2 Rider 16 Master Lease Agreement dated as of June 27, 2003
 - 37.3 Amendment to Rider 16 dated as of October 21, 2003
 - 37.4 Amendment to Rider 16 dated as of June 10, 2004 (unsigned)
- 38 **LEASE AGREEMENT FOR RAILROAD CARS DATED APRIL 19, 1990 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR AND TRANSPORTATION EQUIPMENT, INC., AS LESSEE [PLM #5828-01]**
 - 38.1 Letter Agreement dated as of January 25, 1995 between PLM Transportation Equipment Corporation and Transportation Equipment, Inc. regarding cleaning
 - 38.2 Rider 31 to Lease Agreement dated as of February 7, 1997
 - 38.3 Renewal Agreement to Rider 31 dated as of March 8, 2002
 - 38.4 Renewal Agreement to Rider 31 dated as of March 8, 2002
- 39 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF APRIL 1, 1989 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND TRINITY MANUFACTURING, AS LESSEE [PLM #4561-01]**
 - 39.1 Rider 11 to Lease Agreement (not dated)
 - 39.2 Renewal Agreement to Rider 11 dated as of November 4, 2002
 - 39.3 Rider 16 to Lease Agreement dated as of May 14, 2002
 - 39.4 Amendment to Rider 16 dated as of May 20, 2004 (unsigned)
 - 39.5 Rider 18 to Lease Agreement dated as of June 10, 2003
 - 39.6 Rider 19 to Lease Agreement (not dated and unsigned)
- 40 **LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF APRIL 2, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND UNITED REFINING COMPANY, AS LESSEE [PLM #4863-01]**

- 40.1 Rider 1 to Lease Agreement dated as of December 28, 1993
- 40.2 Renewal Agreement to Rider 1 dated as of August 10, 1994
- 40.3 Renewal Agreement to Rider 1 dated as of August 27, 1996
- 40.4 Renewal Agreement to Rider 1 dated as of August 30, 2001
- 40.5 Amendment to Rider 1 dated as of July 29, 2002
- 40.6 Amendment to Rider 1 dated as of May 25, 2003
- 40.7 Amendment to Rider 1 dated as of April 30, 2004

41 MASTER RAILCAR LEASING AGREEMENT DATED AS OF APRIL 1, 1988 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND WESTERN CO-OPERATIVE FERTILIZERS LIMITED, AS LESSEE [PLM #4870-01]

- 41.1 Rider 4 to Master Railcar Leasing Agreement dated as of November 4, 1991
- 41.2 Renewal Agreement to Rider 4 dated as of February 16, 1996
- 41.3 Renewal Agreement to Rider 4 dated as of January 21, 2002
- 41.4 Amendment and Renewal Agreement to Rider 4 dated as of May 24, 2002
- 41.5 Amendment and Renewal Agreement to Rider 4 dated as of May 24, 2002
- 41.6 Amendment and Renewal Agreement to Rider 4 dated as of May 7, 2004
- 41.7 Rider 12 to Master Railcar Leasing Agreement dated as of February 14, 1997
- 41.8 Amendment to Rider 12 dated as of May 6, 1997
- 41.9 Renewal Agreement to Rider 12 dated as of August 1, 2002
- 41.10 Rider 13 to Master Railcar Leasing Agreement dated as of July 7, 1997
- 41.11 Amendment to Rider 13 dated as of September 9, 1997
- 41.12 Renewal Agreement to Rider 13 dated as of July 1, 2002

42 LEASE AGREEMENT FOR RAILROAD TANK CARS DATED AS OF MARCH 1, 1999 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND WESTLAKE CA&O CORPORATION, AS LESSEE [PLM #5171-01]

- 42.1 Rider 4 to Lease Agreement dated as of August 9, 2002

42.2 Renewal Agreement to Rider 4 dated as of April 12, 2004 (unsigned)

43 **MASTER LEASE AGREEMENT FOR RAILROAD TANK CARS DATED
JANUARY 1, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT,
INC., AS LESSOR AND HYDRO AGRI NORTH AMERICA, INC., AS LESSEE
[PLM #5189-01]**

43.1 Notice dated December 30, 2003 regarding name change to Yara North America,
Inc.

43.2 Rider 6 to Master Lease Agreement dated as of December 22, 2003

43.3 Rider 7 to Master Lease Agreement dated as of December 22, 2003

43.4 Amendment to Rider 7 dated as of June 8, 2004 (unsigned)

43.5 Rider 8 to Master Lease Agreement dated as of December 22, 2003

43.6 Amendment to Rider 8 dated as of June 9, 2004 (unsigned)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/4/04



Robert W. Alvord