

CARGILL, INCORPORATED
LAW DEPARTMENT

P.O. BOX 9300
MINNEAPOLIS, MN 55440
TELEX 290625
TELECOPIER (612) 475-6349

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Secretary &
General Counsel

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Assistant Secretary &
Assistant General Counsel

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7-36B
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MAR 16 1992 -9 LAM

INTERSTATE COMMERCE COMMISSION
March 11, 1992

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Colleen A. Murphy
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Writer's Direct Dial Number

2-076A08C

(612) 475-5411

Chairman Edward J. Philbin
Interstate Commerce Commission
12th Street and Constitution Avenue N.W.
Washington, D.C. 20423

Dear Chairman Philbin:

Enclosed for recordation, are the original and one counterpart of a First Amendment to Charter Agreement/Charter Supplement No. 1 dated as of February 26, 1992, a secondary document relating to that certain Charter Agreement dated as of May 15, 1991 and that certain Charter Supplement No. 1 dated as of May 31, 1991 by and between Cargill Leasing Corporation, a Delaware corporation ("Owner"), and Conoco Inc., a Delaware corporation ("Charterer"), each primary documents respectively recorded under Recordation No. W-36 and W-36-A.

It is my understanding that the recordation number to be assigned to the First Amendment, as described in the preceding paragraph, will be: W-36-B.

Pursuant to a lending transaction by and between Owner and State Farm Life Insurance Company ("State Farm"), the Charter Agreement and the Charter Supplement No. 1 were assigned to CoreStates Bank, N.A., a national banking association ("Trustee"), as security for and on behalf of State Farm. Trustee has consented to the First Amendment on behalf of State Farm.

MAR 15 10 51 AM '92

The Honorable Edward J. Philbin
March 11, 1992
Page 2

The names and addresses of the parties to the document are as follows:

Owner: Cargill Leasing Corporation
15407 McGinty Road West
Wayzata, Minnesota 55391

Charterer: Conoco Inc.
600 North Dairy Ashford
Building MA-2090
Houston, Texas 77079

Trustee: CoreStates Bank, N.A.
Trust Administration
FC1-9-6-69
P. O. Box 13834
Philadelphia, PA 19101-3834

I am the attorney-in-fact for Owner and am acting at the direction of and pursuant to the request of Charterer and Trustee regarding the request that you file the enclosed document.

Please record each of the enclosed as W-36-B and return one original to my attention in the enclosed self-addressed stamped envelope.

Also enclosed is \$16.00 for the required recording fee. The following is a short summary of the document to appear in the index:

SECONDARY DOCUMENT: First Amendment to Charter Agreement/Charter Supplement No. 1 relating to the Charter Agreement dated as of May 15, 1991 and the Charter Supplement No. 1 dated as of May 31, 1992 respectively recorded on Recordation No. W-36 and W-36-A among Cargill Leasing Corporation ("Owner") and Conoco Inc. ("Charterer") which First Amendment amends certain payments and liquidated damages as provided under the Charter Agreement and the Charter Supplement No. 1.

Sincerely,



David L. Jacobson

DLJ:md:jas
Enclosure(s)
cil/3562

Interstate Commerce Commission
Washington, D.C. 20423

3/17/92

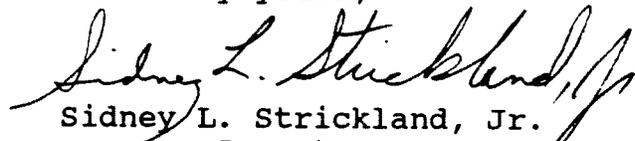
OFFICE OF THE SECRETARY

David L. Jacobson
Cargill Incorporated
Law Department
P.O.Box 9300
Minneapolis, MN 55440

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/16/92 at 9:15am , and assigned recordation number(s). W36-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

FIRST AMENDMENT TO CHARTER AGREEMENT
CHARTER SUPPLEMENT NO. 1

2/36-B
MAR 16 1992 -9 15 AM
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT is made and entered into this 26th day of February, 1992 by and between CARGILL LEASING CORPORATION ("Owner") and CONOCO INC. ("Charterer").

WITNESSETH:

WHEREAS, Owner and Charterer entered into that certain Charter Agreement dated as of May 15, 1991 (the "Charter Agreement");

WHEREAS, pursuant to the terms of the Charter Agreement, Owner and Charterer entered into that certain Charter Supplement No. 1 dated as of May 31, 1991;

WHEREAS, pursuant to Section 6(d) of the Charter Agreement, Owner and Charterer agreed to adjust the factors used to determine the Basic Charter Hire, the Stipulated Casualty Values, the Termination Values, and the Option Purchase Price under the Charter Agreement if the Pricing Assumptions set forth in Exhibit F to the Charter Agreement proved incorrect;

WHEREAS, pursuant to Section 6(d) of the Charter Agreement, Owner and Charterer desire to adjust the factors because the Transaction Costs as set forth on Exhibit F are now fixed at \$115,873;

WHEREAS, the parties assumed Transaction Costs of \$120,000 at the time of closing in May of 1991;

WHEREAS, the Charter Agreement has been assigned by Owner to CoreStates Bank, N.A. ("Security Trustee") as security for a loan made by State Farm Life Insurance Company to Owner which security was issued pursuant to the terms of that certain Security Agreement - Trust Deed dated as of May 15, 1991 by and between Owner and Security Trustee; and

WHEREAS, Owner and Charterer now desire to amend the Charter Agreement and Charter Supplement No. 1 to reflect the change in Transaction Costs.

NOW, THEREFORE, in furtherance of the terms of Section 6(d) of the Charter Agreement, Owner and Charterer hereby agree to amend the Charter Agreement and the Charter Supplement No. 1 as follows:

1. Charterer and Owner hereby agree to replace Exhibit A to the Charter Supplement, Exhibit C to the Charter Agreement, Exhibit D to the Charter Agreement, Exhibit E to the

CORESTATES BANK, N.A.

By: [Signature]
Its: Corporate Trust Officer

STATE OF Pennsylvania)
COUNTY OF Philadelphia) SS.

On this 2nd day of March, 1992, before me personally appeared Stephen R. Schaefer, to me personally known, who being by me duly sworn, says that he is the Corporate Trust Officer of CoreStates Bank, N.A., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Debra S. Butler
Notary Public

My Commission Expires:
November 15, 1993

NOTARIAL SEAL
DEBRA S. BUTLER Notary Public
PHILADELPHIA, PHILADELPHIA COUNTY
My Commission Expires November 15, 1993

**SUMMARY SCHEDULE OF BASIC CHARTER HIRE PAYMENTS
(ALL VESSELS)**

<u>Date</u>	<u>Percentage of Acquisition Cost</u>
11/28/91	2.31945
02/28/92	2.31945
05/28/92	2.31945
08/28/92	2.31945
11/28/92	2.31945
02/28/93	2.31945
05/28/93	2.31945
08/28/93	2.31945
11/28/93	2.31945
02/28/94	2.31945
05/28/94	2.31945
08/28/94	2.31945
11/28/94	2.31945
02/28/95	2.31945
05/28/95	2.31945
08/28/95	2.31945
11/28/95	2.31945
02/28/96	2.31945
05/28/96	2.31945
08/28/96	2.31945
11/28/96	2.31945
02/28/97	2.31945
05/28/97	2.31945
08/28/97	2.31945
11/28/97	2.31945
02/28/98	2.31945
05/28/98	2.31945
08/28/98	2.31945
11/28/98	2.83488
02/28/99	2.83488
05/28/99	2.83488
08/28/99	2.83488
11/28/99	2.83488
02/28/2000	2.83488
05/28/2000	2.83488
08/28/2000	2.83488
11/28/2000	2.83488
02/28/2001	2.83488
05/28/2001	2.83488

EXHIBIT A
(to Charter Supplement)

**SUMMARY SCHEDULE OF BASIC CHARTER HIRE PAYMENTS
(ALL VESSELS)**

<u>Date</u>	<u>Percentage of Acquisition Cost</u>
08/28/2001	2.83488
11/28/2001	2.83488
02/28/2002	2.83488
05/28/2002	2.83488
08/28/2002	2.83488
11/28/2002	2.83488
02/28/2003	2.83488
05/28/2003	2.83488
08/28/2003	2.83488
11/28/2003	2.83488
02/28/2004	2.83488
05/28/2004	2.83488
08/28/2004	2.83488
11/28/2004	2.83488
02/28/2005	2.83488
05/28/2005	2.83488
08/28/2005	2.83488
11/28/2005	2.83488
02/28/2006	2.83488
05/28/2006	2.83488
08/28/2006	2.83488
11/28/2006	2.83488
02/28/2007	2.83488
05/28/2007	2.83488
08/28/2007	2.83488
11/28/2007	2.81846
02/28/2008	2.81846
05/28/2008	2.81846
08/28/2008	2.81846
11/28/2008	2.83488
02/28/2009	2.83488
05/28/2009	2.83488
08/28/2009	2.83488

EXHIBIT A
(to Charter Supplement)

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7019)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
08/28/91	0.00	08/28/91	108.38202
11/28/91	\$33,799.98	11/28/91	108.58401
02/28/92	\$33,799.98	02/28/92	108.72016
05/28/92	\$33,799.98	05/28/92	108.81582
08/28/92	\$33,799.98	08/28/92	108.86923
11/28/92	\$33,799.98	11/28/92	108.87988
02/28/93	\$33,799.98	02/28/93	108.84430
05/28/93	\$33,799.98	05/28/93	108.77180
08/28/93	\$33,799.98	08/28/93	108.66159
11/28/93	\$33,799.98	11/28/93	108.51914
02/28/94	\$33,799.98	02/28/94	108.34171
05/28/94	\$33,799.98	05/28/94	108.13657
08/28/94	\$33,799.98	08/28/94	107.90323
11/28/94	\$33,799.98	11/28/94	107.64243
02/28/95	\$33,799.98	02/28/95	107.35230
05/28/95	\$33,799.98	05/28/95	107.03817
08/28/95	\$33,799.98	08/28/95	106.69965
11/28/95	\$33,799.98	11/28/95	106.33748
02/28/96	\$33,799.98	02/28/96	105.95053
05/28/96	\$33,799.98	05/28/96	105.54255
08/28/96	\$33,799.98	08/28/96	105.11321
11/28/96	\$33,799.98	11/28/96	104.66220
02/28/97	\$33,799.98	02/28/97	104.18792
05/28/97	\$33,799.98	05/28/97	103.69329
08/28/97	\$33,799.98	08/28/97	103.17802
11/28/97	\$33,799.98	11/28/97	102.64075
02/28/98	\$33,799.98	02/28/98	102.07915
05/28/98	\$33,799.98	05/28/98	101.49591
08/28/98	\$33,799.98	08/28/98	100.89074
11/28/98	\$41,311.03	11/28/98	99.74701
02/28/99	\$41,311.03	02/28/99	98.57035
05/28/99	\$41,311.03	05/28/99	97.36446
08/28/99	\$41,311.03	08/28/99	96.12878
11/28/99	\$41,311.03	11/28/99	94.86233
02/28/2000	\$41,311.03	02/28/2000	93.56439
05/28/2000	\$41,311.03	05/28/2000	92.23539
08/28/2000	\$41,311.03	08/28/2000	90.87494
11/28/2000	\$41,311.03	11/28/2000	89.48781

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7019)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
02/28/2001	41,311.03	02/28/2001	88.07904
05/28/2001	41,311.03	05/28/2001	86.64611
08/28/2001	41,311.03	08/28/2001	85.18883
11/28/2001	41,311.03	11/28/2001	83.71317
02/28/2002	41,311.03	02/28/2002	82.22653
05/28/2002	41,311.03	05/28/2002	80.72347
08/28/2002	41,311.03	08/28/2002	79.20399
11/28/2002	41,311.03	11/28/2002	77.66992
02/28/2003	41,311.03	02/28/2003	76.12557
05/28/2003	41,311.03	05/28/2003	74.56501
08/28/2003	41,311.03	08/28/2003	72.98828
11/28/2003	41,311.03	11/28/2003	71.39742
02/28/2004	41,311.03	02/28/2004	69.79719
05/28/2004	41,311.03	05/28/2004	68.18114
08/28/2004	41,311.03	08/28/2004	66.54935
11/28/2004	41,311.03	11/28/2004	64.90410
02/28/2005	41,311.03	02/28/2005	63.25063
05/28/2005	41,311.03	05/28/2005	61.58194
08/28/2005	41,311.03	08/28/2005	59.89814
11/28/2005	41,311.03	11/28/2005	58.20179
02/28/2006	41,311.03	02/28/2006	56.49866
05/28/2006	41,311.03	05/28/2006	54.78113
08/28/2006	41,311.03	08/28/2006	53.04938
11/28/2006	41,311.03	11/28/2006	51.30626
02/28/2007	41,311.03	02/28/2007	49.55813
05/28/2007	41,311.03	05/28/2007	47.78884
08/28/2007	41,311.03	08/28/2007	45.97895
11/28/2007	41,071.75	11/28/2007	44.14704
02/28/2008	41,071.75	02/28/2008	42.28260
05/28/2008	41,071.75	05/28/2008	40.37563
08/28/2008	41,071.75	08/28/2008	38.42523
11/28/2008	41,311.03	11/28/2008	36.41708
02/28/2009	41,311.03	02/28/2009	34.37257
05/28/2009	41,311.03	05/28/2009	32.28174
08/28/2009	41,311.03	08/28/2009	30.00000

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7020)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
08/28/91	0.00	08/28/91	108.38202
11/28/91	\$33,799.98	11/28/91	108.58401
02/28/92	\$33,799.98	02/28/92	108.72016
05/28/92	\$33,799.98	05/28/92	108.81582
08/28/92	\$33,799.98	08/28/92	108.86923
11/28/92	\$33,799.98	11/28/92	108.87988
02/28/93	\$33,799.98	02/28/93	108.84430
05/28/93	\$33,799.98	05/28/93	108.77180
08/28/93	\$33,799.98	08/28/93	108.66159
11/28/93	\$33,799.98	11/28/93	108.51914
02/28/94	\$33,799.98	02/28/94	108.34171
05/28/94	\$33,799.98	05/28/94	108.13657
08/28/94	\$33,799.98	08/28/94	107.90323
11/28/94	\$33,799.98	11/28/94	107.64243
02/28/95	\$33,799.98	02/28/95	107.35230
05/28/95	\$33,799.98	05/28/95	107.03817
08/28/95	\$33,799.98	08/28/95	106.69965
11/28/95	\$33,799.98	11/28/95	106.33748
02/28/96	\$33,799.98	02/28/96	105.95053
05/28/96	\$33,799.98	05/28/96	105.54255
08/28/96	\$33,799.98	08/28/96	105.11321
11/28/96	\$33,799.98	11/28/96	104.66220
02/28/97	\$33,799.98	02/28/97	104.18792
05/28/97	\$33,799.98	05/28/97	103.69329
08/28/97	\$33,799.98	08/28/97	103.17802
11/28/97	\$33,799.98	11/28/97	102.64075
02/28/98	\$33,799.98	02/28/98	102.07915
05/28/98	\$33,799.98	05/28/98	101.49591
08/28/98	\$33,799.98	08/28/98	100.89074
11/28/98	\$41,311.03	11/28/98	99.74701
02/28/99	\$41,311.03	02/28/99	98.57035
05/28/99	\$41,311.03	05/28/99	97.36446
08/28/99	\$41,311.03	08/28/99	96.12878
11/28/99	\$41,311.03	11/28/99	94.86233
02/28/2000	\$41,311.03	02/28/2000	93.56439
05/28/2000	\$41,311.03	05/28/2000	92.23539
08/28/2000	\$41,311.03	08/28/2000	90.87494
11/28/2000	\$41,311.03	11/28/2000	89.48781

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7020)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
02/28/2001	41,311.03	02/28/2001	88.07904
05/28/2001	41,311.03	05/28/2001	86.64611
08/28/2001	41,311.03	08/28/2001	85.18883
11/28/2001	41,311.03	11/28/2001	83.71317
02/28/2002	41,311.03	02/28/2002	82.22653
05/28/2002	41,311.03	05/28/2002	80.72347
08/28/2002	41,311.03	08/28/2002	79.20399
11/28/2002	41,311.03	11/28/2002	77.66992
02/28/2003	41,311.03	02/28/2003	76.12557
05/28/2003	41,311.03	05/28/2003	74.56501
08/28/2003	41,311.03	08/28/2003	72.98828
11/28/2003	41,311.03	11/28/2003	71.39742
02/28/2004	41,311.03	02/28/2004	69.79719
05/28/2004	41,311.03	05/28/2004	68.18114
08/28/2004	41,311.03	08/28/2004	66.54935
11/28/2004	41,311.03	11/28/2004	64.90410
02/28/2005	41,311.03	02/28/2005	63.25063
05/28/2005	41,311.03	05/28/2005	61.58194
08/28/2005	41,311.03	08/28/2005	59.89814
11/28/2005	41,311.03	11/28/2005	58.20179
02/28/2006	41,311.03	02/28/2006	56.49866
05/28/2006	41,311.03	05/28/2006	54.78113
08/28/2006	41,311.03	08/28/2006	53.04938
11/28/2006	41,311.03	11/28/2006	51.30626
02/28/2007	41,311.03	02/28/2007	49.55813
05/28/2007	41,311.03	05/28/2007	47.78884
08/28/2007	41,311.03	08/28/2007	45.97895
11/28/2007	41,071.75	11/28/2007	44.14704
02/28/2008	41,071.75	02/28/2008	42.28260
05/28/2008	41,071.75	05/28/2008	40.37563
08/28/2008	41,071.75	08/28/2008	38.42523
11/28/2008	41,311.03	11/28/2008	36.41708
02/28/2009	41,311.03	02/28/2009	34.37257
05/28/2009	41,311.03	05/28/2009	32.28174
08/28/2009	41,311.03	08/28/2009	30.00000

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7021)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
08/28/91	0.00	08/28/91	108.38202
11/28/91	\$26,042.37	11/28/91	108.58401
02/28/92	\$26,042.37	02/28/92	108.72016
05/28/92	\$26,042.37	05/28/92	108.81582
08/28/92	\$26,042.37	08/28/92	108.86923
11/28/92	\$26,042.37	11/28/92	108.87988
02/28/93	\$26,042.37	02/28/93	108.84430
05/28/93	\$26,042.37	05/28/93	108.77180
08/28/93	\$26,042.37	08/28/93	108.66159
11/28/93	\$26,042.37	11/28/93	108.51914
02/28/94	\$26,042.37	02/28/94	108.34171
05/28/94	\$26,042.37	05/28/94	108.13657
08/28/94	\$26,042.37	08/28/94	107.90323
11/28/94	\$26,042.37	11/28/94	107.64243
02/28/95	\$26,042.37	02/28/95	107.35230
05/28/95	\$26,042.37	05/28/95	107.03817
08/28/95	\$26,042.37	08/28/95	106.69965
11/28/95	\$26,042.37	11/28/95	106.33748
02/28/96	\$26,042.37	02/28/96	105.95053
05/28/96	\$26,042.37	05/28/96	105.54255
08/28/96	\$26,042.37	08/28/96	105.11321
11/28/96	\$26,042.37	11/28/96	104.66220
02/28/97	\$26,042.37	02/28/97	104.18792
05/28/97	\$26,042.37	05/28/97	103.69329
08/28/97	\$26,042.37	08/28/97	103.17802
11/28/97	\$26,042.37	11/28/97	102.64075
02/28/98	\$26,042.37	02/28/98	102.07915
05/28/98	\$26,042.37	05/28/98	101.49591
08/28/98	\$26,042.37	08/28/98	100.89074
11/28/98	\$31,829.52	11/28/98	99.74701
02/28/99	\$31,829.52	02/28/99	98.57035
05/28/99	\$31,829.52	05/28/99	97.36446
08/28/99	\$31,829.52	08/28/99	96.12878
11/28/99	\$31,829.52	11/28/99	94.86233
02/28/2000	\$31,829.52	02/28/2000	93.56439
05/28/2000	\$31,829.52	05/28/2000	92.23539
08/28/2000	\$31,829.52	08/28/2000	90.87494
11/28/2000	\$31,829.52	11/28/2000	89.48781

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7021)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
02/28/2001	31,829.52	02/28/2001	88.07904
05/28/2001	31,829.52	05/28/2001	86.64611
08/28/2001	31,829.52	08/28/2001	85.18883
11/28/2001	31,829.52	11/28/2001	83.71317
02/28/2002	31,829.52	02/28/2002	82.22653
05/28/2002	31,829.52	05/28/2002	80.72347
08/28/2002	31,829.52	08/28/2002	79.20399
11/28/2002	31,829.52	11/28/2002	77.66992
02/28/2003	31,829.52	02/28/2003	76.12557
05/28/2003	31,829.52	05/28/2003	74.56501
08/28/2003	31,829.52	08/28/2003	72.98828
11/28/2003	31,829.52	11/28/2003	71.39742
02/28/2004	31,829.52	02/28/2004	69.79719
05/28/2004	31,829.52	05/28/2004	68.18114
08/28/2004	31,829.52	08/28/2004	66.54935
11/28/2004	31,829.52	11/28/2004	64.90410
02/28/2005	31,829.52	02/28/2005	63.25063
05/28/2005	31,829.52	05/28/2005	61.58194
08/28/2005	31,829.52	08/28/2005	59.89814
11/28/2005	31,829.52	11/28/2005	58.20179
02/28/2006	31,829.52	02/28/2006	56.49866
05/28/2006	31,829.52	05/28/2006	54.78113
08/28/2006	31,829.52	08/28/2006	53.04938
11/28/2006	31,829.52	11/28/2006	51.30626
02/28/2007	31,829.52	02/28/2007	49.55813
05/28/2007	31,829.52	05/28/2007	47.78884
08/28/2007	31,829.52	08/28/2007	45.97895
11/28/2007	31,645.16	11/28/2007	44.14704
02/28/2008	31,645.16	02/28/2008	42.28260
05/28/2008	31,645.16	05/28/2008	40.37563
08/28/2008	31,645.16	08/28/2008	38.42523
11/28/2008	31,829.52	11/28/2008	36.41708
02/28/2009	31,829.52	02/28/2009	34.37257
05/28/2009	31,829.52	05/28/2009	32.28174
08/28/2009	31,829.52	08/28/2009	30.00000

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7022)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
08/28/91	0.00	08/28/91	108.38202
11/28/91	\$26,042.37	11/28/91	108.58401
02/28/92	\$26,042.37	02/28/92	108.72016
05/28/92	\$26,042.37	05/28/92	108.81582
08/28/92	\$26,042.37	08/28/92	108.86923
11/28/92	\$26,042.37	11/28/92	108.87988
02/28/93	\$26,042.37	02/28/93	108.84430
05/28/93	\$26,042.37	05/28/93	108.77180
08/28/93	\$26,042.37	08/28/93	108.66159
11/28/93	\$26,042.37	11/28/93	108.51914
02/28/94	\$26,042.37	02/28/94	108.34171
05/28/94	\$26,042.37	05/28/94	108.13657
08/28/94	\$26,042.37	08/28/94	107.90323
11/28/94	\$26,042.37	11/28/94	107.64243
02/28/95	\$26,042.37	02/28/95	107.35230
05/28/95	\$26,042.37	05/28/95	107.03817
08/28/95	\$26,042.37	08/28/95	106.69965
11/28/95	\$26,042.37	11/28/95	106.33748
02/28/96	\$26,042.37	02/28/96	105.95053
05/28/96	\$26,042.37	05/28/96	105.54255
08/28/96	\$26,042.37	08/28/96	105.11321
11/28/96	\$26,042.37	11/28/96	104.66220
02/28/97	\$26,042.37	02/28/97	104.18792
05/28/97	\$26,042.37	05/28/97	103.69329
08/28/97	\$26,042.37	08/28/97	103.17802
11/28/97	\$26,042.37	11/28/97	102.64075
02/28/98	\$26,042.37	02/28/98	102.07915
05/28/98	\$26,042.37	05/28/98	101.49591
08/28/98	\$26,042.37	08/28/98	100.89074
11/28/98	\$31,829.52	11/28/98	99.74701
02/28/99	\$31,829.52	02/28/99	98.57035
05/28/99	\$31,829.52	05/28/99	97.36446
08/28/99	\$31,829.52	08/28/99	96.12878
11/28/99	\$31,829.52	11/28/99	94.86233
02/28/2000	\$31,829.52	02/28/2000	93.56439
05/28/2000	\$31,829.52	05/28/2000	92.23539
08/28/2000	\$31,829.52	08/28/2000	90.87494
11/28/2000	\$31,829.52	11/28/2000	89.48781

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7022)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
02/28/2001	31,829.52	02/28/2001	88.07904
05/28/2001	31,829.52	05/28/2001	86.64611
08/28/2001	31,829.52	08/28/2001	85.18883
11/28/2001	31,829.52	11/28/2001	83.71317
02/28/2002	31,829.52	02/28/2002	82.22653
05/28/2002	31,829.52	05/28/2002	80.72347
08/28/2002	31,829.52	08/28/2002	79.20399
11/28/2002	31,829.52	11/28/2002	77.66992
02/28/2003	31,829.52	02/28/2003	76.12557
05/28/2003	31,829.52	05/28/2003	74.56501
08/28/2003	31,829.52	08/28/2003	72.98828
11/28/2003	31,829.52	11/28/2003	71.39742
02/28/2004	31,829.52	02/28/2004	69.79719
05/28/2004	31,829.52	05/28/2004	68.18114
08/28/2004	31,829.52	08/28/2004	66.54935
11/28/2004	31,829.52	11/28/2004	64.90410
02/28/2005	31,829.52	02/28/2005	63.25063
05/28/2005	31,829.52	05/28/2005	61.58194
08/28/2005	31,829.52	08/28/2005	59.89814
11/28/2005	31,829.52	11/28/2005	58.20179
02/28/2006	31,829.52	02/28/2006	56.49866
05/28/2006	31,829.52	05/28/2006	54.78113
08/28/2006	31,829.52	08/28/2006	53.04938
11/28/2006	31,829.52	11/28/2006	51.30626
02/28/2007	31,829.52	02/28/2007	49.55813
05/28/2007	31,829.52	05/28/2007	47.78884
08/28/2007	31,829.52	08/28/2007	45.97895
11/28/2007	31,645.16	11/28/2007	44.14704
02/28/2008	31,645.16	02/28/2008	42.28260
05/28/2008	31,645.16	05/28/2008	40.37563
08/28/2008	31,645.16	08/28/2008	38.42523
11/28/2008	31,829.52	11/28/2008	36.41708
02/28/2009	31,829.52	02/28/2009	34.37257
05/28/2009	31,829.52	05/28/2009	32.28174
08/28/2009	31,829.52	08/28/2009	30.00000

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7023)

Date	Basic Charter Hire Amount	Stipulated Casualty Value / Termination Value (as a percentage of acquisition cost)	
		Date	Value
08/28/91	0.00	08/28/91	108.38202
11/28/91	\$26,042.37	11/28/91	108.58401
02/28/92	\$26,042.37	02/28/92	108.72016
05/28/92	\$26,042.37	05/28/92	108.81582
08/28/92	\$26,042.37	08/28/92	108.86923
11/28/92	\$26,042.37	11/28/92	108.87988
02/28/93	\$26,042.37	02/28/93	108.84430
05/28/93	\$26,042.37	05/28/93	108.77180
08/28/93	\$26,042.37	08/28/93	108.66159
11/28/93	\$26,042.37	11/28/93	108.51914
02/28/94	\$26,042.37	02/28/94	108.34171
05/28/94	\$26,042.37	05/28/94	108.13657
08/28/94	\$26,042.37	08/28/94	107.90323
11/28/94	\$26,042.37	11/28/94	107.64243
02/28/95	\$26,042.37	02/28/95	107.35230
05/28/95	\$26,042.37	05/28/95	107.03817
08/28/95	\$26,042.37	08/28/95	106.69965
11/28/95	\$26,042.37	11/28/95	106.33748
02/28/96	\$26,042.37	02/28/96	105.95053
05/28/96	\$26,042.37	05/28/96	105.54255
08/28/96	\$26,042.37	08/28/96	105.11321
11/28/96	\$26,042.37	11/28/96	104.66220
02/28/97	\$26,042.37	02/28/97	104.18792
05/28/97	\$26,042.37	05/28/97	103.69329
08/28/97	\$26,042.37	08/28/97	103.17802
11/28/97	\$26,042.37	11/28/97	102.64075
02/28/98	\$26,042.37	02/28/98	102.07915
05/28/98	\$26,042.37	05/28/98	101.49591
08/28/98	\$26,042.37	08/28/98	100.89074
11/28/98	\$31,829.52	11/28/98	99.74701
02/28/99	\$31,829.52	02/28/99	98.57035
05/28/99	\$31,829.52	05/28/99	97.36446
08/28/99	\$31,829.52	08/28/99	96.12878
11/28/99	\$31,829.52	11/28/99	94.86233
02/28/2000	\$31,829.52	02/28/2000	93.56439
05/28/2000	\$31,829.52	05/28/2000	92.23539
08/28/2000	\$31,829.52	08/28/2000	90.87494
11/28/2000	\$31,829.52	11/28/2000	89.48781

**SCHEDULE OF BASIC CHARTER HIRE PAYMENTS AND
STIPULATED CASUALTY VALUE/TERMINATION VALUE PERCENTAGES**

(Vessel Fleet No. 7023)

<u>Date</u>	<u>Basic Charter Hire Amount</u>	<u>Stipulated Casualty Value / Termination Value</u> (as a percentage of acquisition cost)	
		<u>Date</u>	<u>Value</u>
02/28/2001	31,829.52	02/28/2001	88.07904
05/28/2001	31,829.52	05/28/2001	86.64611
08/28/2001	31,829.52	08/28/2001	85.18883
11/28/2001	31,829.52	11/28/2001	83.71317
02/28/2002	31,829.52	02/28/2002	82.22653
05/28/2002	31,829.52	05/28/2002	80.72347
08/28/2002	31,829.52	08/28/2002	79.20399
11/28/2002	31,829.52	11/28/2002	77.66992
02/28/2003	31,829.52	02/28/2003	76.12557
05/28/2003	31,829.52	05/28/2003	74.56501
08/28/2003	31,829.52	08/28/2003	72.98828
11/28/2003	31,829.52	11/28/2003	71.39742
02/28/2004	31,829.52	02/28/2004	69.79719
05/28/2004	31,829.52	05/28/2004	68.18114
08/28/2004	31,829.52	08/28/2004	66.54935
11/28/2004	31,829.52	11/28/2004	64.90410
02/28/2005	31,829.52	02/28/2005	63.25063
05/28/2005	31,829.52	05/28/2005	61.58194
08/28/2005	31,829.52	08/28/2005	59.89814
11/28/2005	31,829.52	11/28/2005	58.20179
02/28/2006	31,829.52	02/28/2006	56.49866
05/28/2006	31,829.52	05/28/2006	54.78113
08/28/2006	31,829.52	08/28/2006	53.04938
11/28/2006	31,829.52	11/28/2006	51.30626
02/28/2007	31,829.52	02/28/2007	49.55813
05/28/2007	31,829.52	05/28/2007	47.78884
08/28/2007	31,829.52	08/28/2007	45.97895
11/28/2007	31,645.16	11/28/2007	44.14704
02/28/2008	31,645.16	02/28/2008	42.28260
05/28/2008	31,645.16	05/28/2008	40.37563
08/28/2008	31,645.16	08/28/2008	38.42523
11/28/2008	31,829.52	11/28/2008	36.41708
02/28/2009	31,829.52	02/28/2009	34.37257
05/28/2009	31,829.52	05/28/2009	32.28174
08/28/2009	31,829.52	08/28/2009	30.00000

SCHEDULE OF BASIC CHARTER HIRE PAYMENTS

<u>Date</u>	<u>Percentage of Acquisition Cost</u>
11/28/91	2.31945
02/28/92	2.31945
05/28/92	2.31945
08/28/92	2.31945
11/28/92	2.31945
02/28/93	2.31945
05/28/93	2.31945
08/28/93	2.31945
11/28/93	2.31945
02/28/94	2.31945
05/28/94	2.31945
08/28/94	2.31945
11/28/94	2.31945
02/28/95	2.31945
05/28/95	2.31945
08/28/95	2.31945
11/28/95	2.31945
02/28/96	2.31945
05/28/96	2.31945
08/28/96	2.31945
11/28/96	2.31945
02/28/97	2.31945
05/28/97	2.31945
08/28/97	2.31945
11/28/97	2.31945
02/28/98	2.31945
05/28/98	2.31945
08/28/98	2.31945
11/28/98	2.83488
02/28/99	2.83488
05/28/99	2.83488
08/28/99	2.83488
11/28/99	2.83488
02/28/2000	2.83488
05/28/2000	2.83488
08/28/2000	2.83488
11/28/2000	2.83488
02/28/2001	2.83488
05/28/2001	2.83488

EXHIBIT C
(to Charter Agreement)

SCHEDULE OF BASIC CHARTER HIRE PAYMENTS

<u>Date</u>	<u>Percentage of Acquisition Cost</u>
08/28/2001	2.83488
11/28/2001	2.83488
02/28/2002	2.83488
05/28/2002	2.83488
08/28/2002	2.83488
11/28/2002	2.83488
02/28/2003	2.83488
05/28/2003	2.83488
08/28/2003	2.83488
11/28/2003	2.83488
02/28/2004	2.83488
05/28/2004	2.83488
08/28/2004	2.83488
11/28/2004	2.83488
02/28/2005	2.83488
05/28/2005	2.83488
08/28/2005	2.83488
11/28/2005	2.83488
02/28/2006	2.83488
05/28/2006	2.83488
08/28/2006	2.83488
11/28/2006	2.83488
02/28/2007	2.83488
05/28/2007	2.83488
08/28/2007	2.83488
11/28/2007	2.81846
02/28/2008	2.81846
05/28/2008	2.81846
08/28/2008	2.81846
11/28/2008	2.83488
02/28/2009	2.83488
05/28/2009	2.83488
08/28/2009	2.83488

EXHIBIT C (continued)
(to Charter Agreement)

**SCHEDULE OF TERMINATION VALUES
RELATING TO ALL VESSELS**

<u>Charter Hire Payment Date</u>	<u>Percentage of Acquisition Cost (After Payment of Basic Charter Hire on Corresponding Charter Hire Payment Date)</u>
08/28/91	108.38202
11/28/91	108.58401
02/28/92	108.72016
05/28/92	108.81582
08/28/92	108.86923
11/28/92	108.87988
02/28/93	108.84430
05/28/93	108.77180
08/28/93	108.66159
11/28/93	108.51914
02/28/94	108.34171
05/28/94	108.13657
08/28/94	107.90323
11/28/94	107.64243
02/28/95	107.35230
05/28/95	107.03817
08/28/95	106.69965
11/28/95	106.33748
02/28/96	105.95053
05/28/96	105.54255
08/28/96	105.11321
11/28/96	104.66220
02/28/97	104.18792
05/28/97	103.69329
08/28/97	103.17802
11/28/97	102.64075
02/28/98	102.07915
05/28/98	101.49591
08/28/98	100.89074
11/28/98	99.74701
02/28/99	98.57035
05/28/99	97.36446
08/28/99	96.12878
11/28/99	94.86233
02/28/2000	93.56439
05/28/2000	92.23539
08/28/2000	90.87494
11/28/2000	89.48781

EXHIBIT D
(to Charter Agreement)

**SCHEDULE OF TERMINATION VALUES
RELATING TO ALL VESSELS**

<u>Charter Hire Payment Date</u>	<u>Percentage of Acquisition Cost (After Payment of Basic Charter Hire on Corresponding Charter Hire Payment Date)</u>
02/28/2001	88.07904
05/28/2001	86.64611
08/28/2001	85.18883
11/28/2001	83.71317
02/28/2002	82.22653
05/28/2002	80.72347
08/28/2002	79.20399
11/28/2002	77.66992
02/28/2003	76.12557
05/28/2003	74.56501
08/28/2003	72.98828
11/28/2003	71.39742
02/28/2004	69.79719
05/28/2004	68.18114
08/28/2004	66.54935
11/28/2004	64.90410
02/28/2005	63.25063
05/28/2005	61.58194
08/28/2005	59.89814
11/28/2005	58.20179
02/28/2006	56.49866
05/28/2006	54.78113
08/28/2006	53.04938
11/28/2006	51.30626
02/28/2007	49.55813
05/28/2007	47.78884
08/28/2007	45.97895
11/28/2007	44.14704
02/28/2008	42.28260
05/28/2008	40.37563
08/28/2008	38.42523
11/28/2008	36.41708
02/28/2009	34.37257
05/28/2009	32.28174
08/28/2009	30.00000

EXHIBIT D
(to Charter Agreement)

**SCHEDULE OF STIPULATED CASUALTY VALUES
RELATING TO ALL VESSELS**

<u>Charter Hire Payment Date</u>	<u>Percentage of Acquisition Cost (After Payment of Basic Charter Hire on Corresponding Charter Hire Payment Date)</u>
08/28/91	108.38202
11/28/91	108.58401
02/28/92	108.72016
05/28/92	108.81582
08/28/92	108.86923
11/28/92	108.87988
02/28/93	108.84430
05/28/93	108.77180
08/28/93	108.66159
11/28/93	108.51914
02/28/94	108.34171
05/28/94	108.13657
08/28/94	107.90323
11/28/94	107.64243
02/28/95	107.35230
05/28/95	107.03817
08/28/95	106.69965
11/28/95	106.33748
02/28/96	105.95053
05/28/96	105.54255
08/28/96	105.11321
11/28/96	104.66220
02/28/97	104.18792
05/28/97	103.69329
08/28/97	103.17802
11/28/97	102.64075
02/28/98	102.07915
05/28/98	101.49591
08/28/98	100.89074
11/28/98	99.74701
02/28/99	98.57035
05/28/99	97.36446
08/28/99	96.12878
11/28/99	94.86233
02/28/2000	93.56439
05/28/2000	92.23539
08/28/2000	90.87494
11/28/2000	89.48781

EXHIBIT E
(to Charter Agreement)

**SCHEDULE OF STIPULATED CASUALTY VALUES
RELATING TO ALL VESSELS**

<u>Charter Hire Payment Date</u>	<u>Percentage of Acquisition Cost (After Payment of Basic Charter Hire on Corresponding Charter Hire Payment Date)</u>
02/28/2001	88.07904
05/28/2001	86.64611
08/28/2001	85.18883
11/28/2001	83.71317
02/28/2002	82.22653
05/28/2002	80.72347
08/28/2002	79.20399
11/28/2002	77.66992
02/28/2003	76.12557
05/28/2003	74.56501
08/28/2003	72.98828
11/28/2003	71.39742
02/28/2004	69.79719
05/28/2004	68.18114
08/28/2004	66.54935
11/28/2004	64.90410
02/28/2005	63.25063
05/28/2005	61.58194
08/28/2005	59.89814
11/28/2005	58.20179
02/28/2006	56.49866
05/28/2006	54.78113
08/28/2006	53.04938
11/28/2006	51.30626
02/28/2007	49.55813
05/28/2007	47.78884
08/28/2007	45.97895
11/28/2007	44.14704
02/28/2008	42.28260
05/28/2008	40.37563
08/28/2008	38.42523
11/28/2008	36.41708
02/28/2009	34.37257
05/28/2009	32.28174
08/28/2009	30.00000

EXHIBIT E (continued)
(to Charter Agreement)

**SCHEDULE OF PRICING ASSUMPTIONS
CHARTER OF OIL AND HOT OIL BARGES**

Acquisition Cost:	\$6,282,828
Acquisition Cost Per Unit:	Oil Barges – 3 @ \$1,122,782 Hot Oil Barges – 2 @ \$1,457,241
Delivery Date:	May 31, 1991
Funding Date:	Delivery Date
Charter Term:	18 Years
Basic Term Commencement Date:	August 28, 1991
Debt as a % of Acquisition Cost:	80.00%
Average Loan Life:	10.89 years
Assumed Debt Rate:	9.03%
Charter Hire Payments:	2.31945% – Payment 1 – 28 2.83488% – Payment 29 – 64 2.81846% – Payment 65 – 68 2.83488% – Payment 69 – 72
Present Value of Charter Hire Payments:	89.667% (Discounted to 5/31/91 @8.75%)
Interim Rent:	0.00%
Transaction Costs:	\$115,873 Actual
Early Buyout Option:	53.05% on August 28, 2006