

RATIFICATION AGREEMENT

By execution of this Ratification Agreement, each of TIP and _____ (the "User") ratify and agree to be legally bound by the terms of that certain TMP Equipment Agreement in effect on the date hereof, as the same may be amended from time to time as provided herein (the "TMP Equipment Agreement"). The TMP Equipment Agreement is incorporated herein by reference, except to the extent that its terms contradict any of the terms hereof. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the User hereby agrees that it assumes the rights, duties and obligations granted to the User (as such term is defined in the TMP Equipment Agreement) as provided in the TMP Equipment Agreement, as supplemented by the terms hereof.

The User and TIP agree that TIP may (a) amend any of the Schedules to the TMP Equipment Agreement by fifteen (15) days prior notice to the User and (b) amend any of the terms and conditions of the TMP Equipment Agreement (other than the Schedules thereto) by sixty (60) days prior notice. Unless specifically provided in the amendment, any such amendment shall only be effective with respect to units of Equipment accepted empty by the User on or after the date of effectiveness of such amendment.

Notices of default or notices involving a change in User Charges or other terms of the TMP Equipment Agreement shall be sent either by (a) Certified Mail and shall be deemed received three (3) days after mailing or (b) nationally-recognized overnight courier and deemed received upon delivery. Otherwise, all notices to be given to either party under this Agreement shall be sent by facsimile or by United States Mail, postage prepaid, addressed as noted below. All notices shall be effective upon facsimile transmission with confirmation of receipt, or three (3) days after mailing, as applicable. Notices for the User shall be sent as follows:

Address: _____

Facsimile number: (_____) _____

e-mail: _____

Do you prefer notices by fax _____ or by e-mail _____? (check one)

unless such User hereafter provides notice of different notice information, in which case notices shall be delivered in accordance with the most recent of such notices.

IN WITNESS WHEREOF and intending to be legally bound hereby, each of the parties has executed this Ratification Agreement as of _____, 200__.

TIP:

TRANSPORT INTERNATIONAL POOL, INC., by its
attorney General Electric Railcar Services
Corporation

Signature: _____

Printed Name: _____

Title: _____

User:

(full legal name of User)

Signature: _____

Printed Name: _____

Title: _____