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James R. Lajoie
Vice President, General Counsel
and Secretary

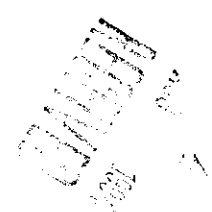


60 State Street
Boston, Massachusetts 02109
Telephone 617-367-7874
Fax 617-227-2190

August 4, 1994

FEDERAL EXPRESS MAIL

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
U.S. Department of Labor
Room N-5644
200 Constitution Avenue, NW
Washington, D.C. 20210



Dear Sir or Madam:

In accordance with the requirements of the alternative reporting and disclosure method under Part 1 of Title 1 of the Employee Retirement Income Security Act of 1974 for unfunded plans for a select group of management or highly compensated employees, specified in Department of Labor Regulations Section 2520.104-23, the following information is provided by the undersigned employer:

Name and Address of Employer:

XTRA Corporation
60 State Street
9th Floor
Boston, MA 02109

Employer Identification Number:

06-0954158

The undersigned maintains one individual pension arrangement, covering one key management employee of the undersigned or its subsidiaries, that provides for certain benefits upon severance of employment. Although the undersigned believes that such arrangement does not constitute a pension plan, it hereby provides notice of such arrangement as a protective matter against the eventuality that it may be found to have been subject to the provisions of Labor Regulations Section 2520.104.23.

The undersigned maintains this plan primarily for the purpose of providing deferred compensation for a select member of management or highly compensated employee of the undersigned or its subsidiaries.

Very truly yours,

A handwritten signature in dark ink, appearing to read "James R. Lajoie".

James R. Lajoie