

6091-A  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

SECURITY AGREEMENT SUPPLEMENT NO. 1 JUL 15 1971 - 4 55 PM

INTERSTATE COMMERCE COMMISSION

Security Agreement Supplement No. 1, dated July 15, 1971, of BANKERS TRUST COMPANY, as Trustee (the "Debtor"), under the Security Agreement-Trust Deed dated as of March 31, 1971 (the "Security Agreement") among the Debtor, COMMONWEALTH LIFE INSURANCE COMPANY (the "Secured Party") and INDUSTRIAL LEASING CORPORATION.

The Debtor hereby acknowledges that the railroad equipment described below has been delivered to the Debtor and accepted by Union Carbide Corporation (the "Lessee") pursuant to the Lease of Railroad Equipment dated as of February 4, 1971 between the Debtor and the Lessee and that such railroad equipment is part of the Collateral referred to in Section 1.1 of the Security Agreement and all rent and other sums with respect thereto is part of the Collateral referred to in Section 1.2 of the Security Agreement held by the Debtor for the security of the Secured Party subject to the terms and provisions of the Security Agreement:

Fifty (50) 5,250 cu. ft. lined covered hopper cars lettered and numbered UCFX 60295 through UCFX 60299, inclusive, UCFX 60301, UCFX 60302, UCFX 60304 through UCFX 60312, inclusive, UCFX 60315 through UCFX 60324, inclusive, UCFX 60326, UCFX 60327, UCFX 60329 through UCFX 60343, inclusive, UCFX 60345, UCFX 60350, UCFX 60351, UCFX 60357 and UCFX 60361 through UCFX 60363, inclusive.

BANKERS TRUST COMPANY, as Trustee

(Corporate Seal)

By *James F. [Signature]*  
Title: *Vice President*

STATE OF NEW YORK )  
CITY AND COUNTY OF NEW YORK ) ss.:

On this *15th* day of July, 1971, before me personally appeared *James F. Conlon*, to me personally known, who being by me duly sworn, says that he is a *Vice President* of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

*Hilda Lee*

(Seal)

My commission expires:

HILDA LEE  
Notary Public, State of New York  
No. 31-746966U  
Qualified in New York County  
Commission Expires March 30, 1972