



Corporate Headquarters  
P.O. Box 1057R  
Morristown, New Jersey 07960

RECORDATION NO. *6671-A* Filed & Recorded

SEP 8 1978 -4 33 PM

INTERSTATE COMMERCE COMMISSION

September 8, 1978

Secretary of the Interstate  
Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. *6671-A* Filed & Recorded

SEP 8 1978 -4 33 PM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

The following documents are transmitted herewith for recordation pursuant to Section 20 c of the Interstate Commerce Act:

1. Supplement to Railroad Equipment Lease and Agreement dated as of September 1, 1978 between Alltank Equipment Corp., Lessor, and Allied Chemical Corporation, Lessee (Lease recorded under No. 6671 at 12:30 P.M. on August 1, 1972).

2. Third Supplemental Indenture dated as of September 1, 1978 to the Indenture of Mortgage and Deed of Trust dated as of July 15, 1972 between Alltank Equipment Corp. and Shawmut Bank of Boston, N.A., as Trustee (Indenture recorded under No. 6671-B at 12:30 P.M. on August 1, 1972).

With respect to each of the above documents we are enclosing two executed counterparts for retention in the files of the Commission and three executed counterparts to be returned with the recording data noted thereon.

The addresses of the parties to the documents described above are as follows:

Allied Chemical Corporation  
P. O. Box 1219R  
Morristown, New Jersey 07960

Alltank Equipment Corp.  
c/o Hubbard, Westervelt & Mottelay, Inc.  
1 Liberty Plaza  
New York, New York 10006

Shawmut Bank of Boston, N.A.  
Trust Department  
1 Federal Street  
Boston, Massachusetts 02211

*Handwritten signature*

RECEIVED  
SEP 8 4 40 PM '78  
I.C.C.  
FEE OPERATION DR.

*Handwritten signature*

8-2511106  
Date SEP 8 1978  
Fee \$ *20*  
ICC Washington, D. C.

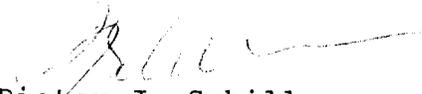
A description of the railroad cars leased under the above Supplement to Railroad Equipment Lease and Agreement and mortgaged under the above Third Supplemental Indenture is attached as Exhibit A to this letter.

Also enclosed is our check in the amount of \$20 in payment of your recordation fee.

The name and address of the person to whom the three extra counterparts of the enclosed documents should be returned is:

Wilmer, Cutler & Pickering  
1666 K Street  
Washington, D. C. 20006

Very truly yours,



Pieter J. Schiller  
Treasurer

Attachment

EXHIBIT A

Description of Substituted Cars

<u>Number of Cars</u>	<u>Identifying Marks</u> From To	<u>D.O.T. or A.A.R. Specification</u>	<u>Capacity</u>	<u>Type of Service</u>	<u>Date of Acquisition</u>
29 ACTX	945476 945504	(AAR) LO-Hopper	5250 cubic feet	High Density Polyethylene	July 1972
18 ACTX	945533 945550	(AAR) LO-Hopper	5250 cubic feet	High Density Polyethylene	September 1973
7 ACTX	420077 420083	111A 60 W1	21,700 gallons	Phenol/Formaldehyde	December 1973
8 ACTX	420069 420076	111A 60 W1	21,700 gallons	Phenol/Formaldehyde	December 1973
5 ACTX	944685 944689	(AAR) LO-Sparger	4650 cubic feet	Calcium Chloride Solid	September 1974

**Interstate Commerce Commission**  
Washington, D.C. 20423

9/8/78

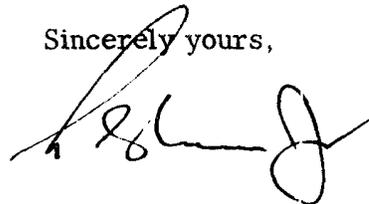
OFFICE OF THE SECRETARY

**Pieter J. Schiller**  
**Treasurer**  
**Allied Chemical**  
**P.O.Box 1057R**  
**Morristown, New Jersey 07960**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **9/8/78** at **4:45pm** and assigned recordation number(s) **6671-G & 6671-H**

Sincerely yours,



H.G. Homme, Jr.,  
Acting Secretary

Enclosure(s)

SE-30-T  
(2/78)

SUPPLEMENT TO

SEP 8 1978 -4 45 PM

RAILROAD EQUIPMENT LEASE AND AGREEMENT FEDERAL COMMERCE COMMISSION

THIS SUPPLEMENT TO LEASE AND AGREEMENT, dated as of September 1, 1978 between ALLTANK EQUIPMENT CORP., a Delaware corporation ("Lessor"), having an address in care of Hubbard, Westervelt & Mottelay, Inc., One Liberty Plaza, New York, New York 10006, and ALLIED CHEMICAL CORPORATION, a New York corporation ("Lessee"), with a principal office at Columbia Road and Park Avenue, Morris Township, New Jersey and post office address at P.O. Box 1219R, Morristown, New Jersey 07960.

WHEREAS, Lessor and Lessee have entered into a Railroad Equipment Lease and Agreement dated as of July 15, 1972, and supplemented by Supplements to Railroad Equipment Lease and Agreement dated as of June 15, 1973 and February 15, 1974 respectively (the "Lease"), whereby Lessor has leased to Lessee certain railroad cars listed and described in Exhibit A to the Lease; and

WHEREAS, on the date of the delivery hereof Lessee has sold to Lessor certain additional railroad cars which Lessee desires to lease from Lessor in substitution for certain Cars presently subject to the Lease, as provided in Section 15 of the Lease;

NOW, THEREFORE, for and in consideration of the payments stipulated in the Lease to be made by Lessee, and the covenants and agreements therein contained to be kept and performed by Lessee, Lessor and Lessee agree as follows:

1. Lessor does by these presents lease to Lessee the railroad cars listed and described in Schedule A attached hereto and made a part hereof (the "Substituted Cars"). The Substituted Cars are hereby made subject to the Lease and shall be included in the term "Cars" as used therein.

2. The term of the Lease is hereby terminated as to the 82 railroad cars listed in Categories XIX, XX, XXI, XXIX and XXX of the Lease and described as having GCX identifying marks 741600 through 741604, 741606 through 741609, 741612, 741605, 741613 through 741628, 741630 through 741646, 741611, 426000 through 426019 and 426020 through 426036 (the "Replaced Cars").

3. Exhibit A to the Lease is hereby amended by adding thereto the description set forth in Schedule A hereto of the Substituted Cars and by deleting therefrom the description of the Replaced Cars.

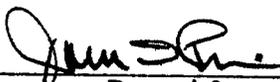
4. Lessee acknowledges delivery of the Substituted Cars to it as Lessee and its acceptance and possession hereunder. Lessee has examined and is familiar with Lessor's title to the Substituted Cars and has found the same to be satisfactory for all purposes hereunder. Lessor makes no warranty or representation whatsoever, express or implied, in respect of the Substituted Cars, either as to their fitness for use, design or condition, as to quality of the material or workmanship therein, or as to Lessor's title thereto or otherwise, it being

agreed that all such risks are to be borne by Lessee. Lessor hereby irrevocably appoints and constitutes Lessee its agent and attorney-in-fact for and in its name and behalf and for the account of Lessee to make and enforce, from time to time, at Lessee's sole cost and expense, whatever claim or claims Lessor may have against the seller or the manufacturer of the Substituted Cars under any warranty, express or implied, in respect thereof.

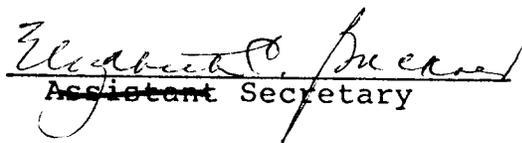
5. Except as amended hereby, the Lease is in all respects ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers thereunto duly authorized, as of the date first above set forth.

ALLTANK EQUIPMENT CORP.

By   
President

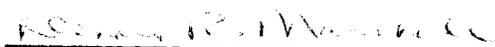
Attest:

  
Assistant Secretary

ALLIED CHEMICAL CORPORATION

By   
Treasurer

Attest:

  
Assistant Secretary

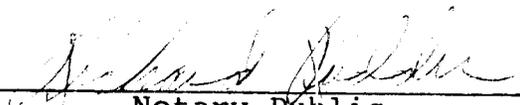
SCHEDULE A

Description of Substituted Cars

<u>Number of Cars</u>	<u>Identifying Marks</u> From To	<u>D.O.T. or A.A.R. Specification</u>	<u>Capacity</u>	<u>Type of Service</u>	<u>Date of Acquisition</u>
29 ACTX	945476 945504	(AAR) LO-Hopper	5250 cubic feet	High Density Polyethylene	July 1972
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5 ACTX	944685 944689	(AAR) LO-Sparger	4650 cubic feet	Calcium Chloride Solid	September 1974

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

On the 7 day of September, 1978, before me personally came James D. Price, to me known, who being by me duly sworn, did depose and say that he resides at *Carle Place, N.Y.*; that he is President of ALLTANK EQUIPMENT CORP., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the directors of said corporation; and that he signed his name thereto by like order.

  
\_\_\_\_\_  
Notary Public

**RICHARD RUDDER**  
Notary Public, State of New York  
No. 31-3392785  
Qualified in New York County  
Commission Expires March 30, 1981

STATE OF NEW JERSEY )  
 ) ss.:  
COUNTY OF MORRIS )

On the 7<sup>th</sup> day of September, 1978, before me personally came Pieter J. Schiller, to me known, who being by me duly sworn, did depose and say that he resides at 15 Cross Gates Road, Madison, New Jersey; that he is Treasurer of ALLIED CHEMICAL CORPORATION, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the directors of said corporation; and that he signed his name thereto by like order.

  
\_\_\_\_\_  
Notary Public  
BORIS JOAN ADAMS  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires June 29, 1981