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I. C. C.
FEE OPERATION BR.

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CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

No. 8-2021100
Date 9442 E
Fees \$
Recorded
Washington, D. C.
JUL 21 1978 1 45 PM
INTERNATIONAL COMMERCE COMMISSION

RECORDATION
JUL 21 1978 1 45 PM
INTERNATIONAL COMMERCE COMMISSION

July 19, 1978

Conditional Sale Agreement and Lease
Filed Pursuant to Section 20c
of the Interstate Commerce Act
Under Recordation Numbers 9442 and 9442-B, Respectively

Dear Sir:

Enclosed herewith for recordation pursuant to Section 20c of the Interstate Commerce Act are:

(i) Amendment No. 1 to Conditional Sale Agreement filed under Section 20c on June 13, 1978, under recordation number ~~9442~~ and ~~9442-B~~

(ii) Amendment No. 1 to Lease of Railroad Equipment filed under Section 20c on June 13, 1978, under recordation number ~~9442~~ B-9442

The parties to the amendment listed at (i) above are:

Hartford National Bank and Trust Company, Trustee,
777 Main Street,
Hartford, Connecticut 06115.

ACF Industries Incorporated,
750 Third Avenue,
New York, N. Y. 10017

Jamie H. Barkan

Anthony...

Union Tank Car Company,
111 West Jackson Boulevard,
Chicago, Illinois 60604.

Union Mutual Life Insurance Company,
2211 Congress Street,
Portland, Maine 04112.

The parties to the amendment listed at (ii) above
are:

Hartford National Bank and Trust Company, Trustee,
777 Main Street,
Hartford, Connecticut 06115.

Virginia Chemicals Inc.,
3340 West Norfolk Road,
Portsmouth, Virginia 23703.

The Amendments delete from the aforesaid Conditional
Sale Agreement and Lease, respectively, the following railroad
equipment:

34 30,800 gallon, minimum, non-coiled, non-insulated
general purpose tank cars, road numbers VCFX 133-
VCFX 136, inclusive; 10 17,300 gallon capacity, non-coiled
tank cars equipped for chlorine or sulfur dioxide service,
road numbers VCFX 176-VCFX 185, inclusive; and 9 21,000
gallon minimum, non-coiled, non-insulated general purpose
tank cars, road numbers VCFX 167-VCFX 175, inclusive;

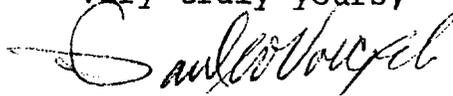
and substitute in lieu thereof the following railroad equip-
ment:

34 30,800 gallon, minimum, non-coiled, non-insulated
general purpose tank cars, road numbers VCSX 133-
VCSX 166, inclusive; 10 17,300 gallon capacity, non-coiled
tank cars equipped for chlorine or sulfur dioxide service,
road numbers VCSX 176-VCSX 185, inclusive; and 9 21,000
gallon minimum, non-coiled, non-insulated general purpose
tank cars, road numbers VCSX 167-VCSX 175, inclusive.

Enclosed is a check for \$20 for the required
recordation fee. Please accept for recordation one counter-
part of each of the enclosed agreements, stamp the remaining
counterparts and the enclosed copy of this letter with your

recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



Paul W. Voegeli

The Honorable H. G. Homme, Jr., Esq.,
Acting Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

19

BY HAND

RECORDATION NO. 9442-B
Filed & Recorded
JUL 21 1978 - 1 30 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO LEASE OF RAILROAD EQUIPMENT
DATED AS OF MARCH 15, 1978

AMENDMENT NO. 1 dated as of March 15, 1978, to Lease of Railroad Equipment dated as of March 15, 1978 (hereinafter called the Lease) among HARTFORD NATIONAL BANK AND TRUST COMPANY, as Trustee under a Trust Agreement dated as of December 30, 1977, with Chemlease Worldwide, Inc., and GATX Aircraft Corporation (hereinafter called the Lessor), and VIRGINIA CHEMICALS INC. (hereinafter called the Lessee).

WHEREAS pursuant to the Lease the Lessor has agreed to lease to the Lessee the railroad equipment described in Schedule A thereto;

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 13, 1978, at 10:40 a.m., under recordation number 9442-B;

WHEREAS it has come to the attention of the parties that the "Lessee's Road Numbers" listed in said Schedule A of the Lease are incorrect, and the parties desire to correct said "Lessee's Road Numbers".

NOW THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the parties hereto hereby agree as follows:

Section 1. Schedule A to the Lease as originally filed is hereby deleted and there is hereby substituted in lieu thereof Schedule A in the form attached hereto as Exhibit A.

Section 2. Except as hereby amended, the Lease shall remain in full force and effect, the same as when originally executed.

Section 3. The terms of this Agreement and all rights and obligations hereunder shall be governed by the laws of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

HARTFORD NATIONAL BANK AND TRUST
COMPANY not in its individual
capacity, but solely as Owner
Trustee,

by


Vice President Asst. Treas.

[Corporate Seal]

Attest:

Assistant Secretary

VIRGINIA CHEMICALS INC.,

by

Treasurer

by

Senior Vice President

[Corporate Seal]

Attest:

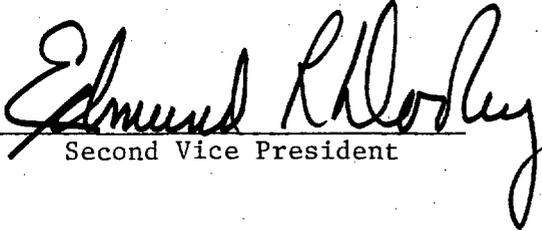
Assistant Secretary

EXHIBIT A

SCHEDULE A TO LEASE

<u>Type</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>
30,800 gallon minimum, non- coiled, non- insulated general pur- pose tank cars, suitable for amine service	34	VCSX 133- VCSX 166
17,300 gallon capacity, non- coiled tank cars equipped for chlorine or sulphur dioxide service	10	VCSX 176- VCSX 185
21,000 gallon minimum, non- coiled, non- insulated general pur- pose tank cars, suitable for amine service	9	VCSX 167- VCSX 175

Union Mutual hereby consents to the foregoing amendment.


Second Vice President

STATE OF MAINE

ss.

COUNTY OF CUMBERLAND

On this 20th day of July 1978, before me personally appeared Edmund R. Dooley, to me personally known, who, being by me duly sworn, says that he is a Second Vice President of Union Mutual Life Insurance Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation 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 corporation.

Meredith A. Fogg

Notary Public

(Notarial Seal)

My Commission expires

MEREDITH A. FOGG

MY COMMISSION EXPIRES

APRIL 14, 1985