

7-173A048

Interstate Commerce Commission
Washington, D. C. 8777-A

RECEIVED

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ICC Washington D. C.

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of Section 20c of the Interstate Commerce Act, as amended, are the original and 16 counterparts of a First Amendment to Equipment Lease dated as of May 15, 1977.

Said Equipment Lease was recorded on April 7, 1977 at 11:05 A.M. with the Interstate Commerce Commission and assigned Recordation No. 8777.

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Continental Illinois National Bank
and Trust Company of Chicago, as
Trustee under U. C. Trust No. 13
231 South LaSalle Street
Chicago, Illinois 60693

Lessee: Union Carbide Corporation
270 Park Avenue
New York, New York 10017

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and 14 copies of the First Amendment to Equipment Lease to Ronald E. Roden, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, as
Trustee under U. C. Trust No. 13

By *Ronald E. Roden*
Its Vice President

LESSOR AS AFORESAID

Enclosures

Continental Illinois National Bank

SCHEDULE A
TO
LETTER OF TRANSMITTAL

DESCRIPTION OF EQUIPMENT

<u>Number of Units</u>	<u>Description</u>	<u>Identifying Numbers (both inclusive)</u>
71	5,250 cubic feet Railroad Covered Hopper Cars	RAIX 60804-60874 ✓
72	5,270 cubic feet Railroad Covered Hopper Cars	RAIX 60875-60946 ✓
107	85' Flat Cars for Hopper Van Box and Van Box Container Service	RAIX 100-206 ✓
11	5,250 cubic feet Railroad Covered Hopper Cars	RAIX 60947-60957 <small>(60947-60957)</small>

Interstate Commerce Commission
Washington, D.C. 20423

6/22/77

OFFICE OF THE SECRETARY

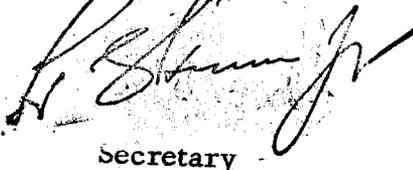
Ronald E. Roden
Chapman & Cutler
111 West Monroe Street
Chicago, Illinois 60603

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 **6/22/77** at **1:15pm** and assigned recordation number(s) **8777-A**

Sincerely yours,



Secretary

Enclosure(s)

SE-30
(5/76)

FIRST AMENDMENT

8777-A
JUN 28 1977 - 1 11 PM

MASSACHUSETTS COMMERCIAL

Dated as of May 15, 1977

BETWEEN

CONTINENTAL ILLINOIS NATIONAL BANK AND
TRUST COMPANY OF CHICAGO

As Trustee under
U. C. Trust No. 13

Lessor

AND

UNION CARBIDE CORPORATION

Lessee

Re:

LEASE OF RAILROAD EQUIPMENT

Dated as of December 15, 1976

FIRST AMENDMENT

Re:

Union Carbide Corporation
(U. C. Trust No. 13)

THIS FIRST AMENDMENT dated as of May 15, 1977, between CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of December 15, 1976 (the "Lessor"), and UNION CARBIDE CORPORATION, a New York corporation (the "Lessee");

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have heretofore executed and delivered that certain Lease of Railroad Equipment dated as of December 15, 1976 (the "Lease") providing for the lease thereunder by the Lessor to the Lessee of certain railroad cars (collectively the "Equipment" and individually an "Item of Equipment") more fully described in Schedule 1 attached thereto; and

WHEREAS, the Lessor and the Lessee desire to amend the Lease as hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee hereby covenant and agree that the Lease shall be deemed to be and it is hereby amended as follows:

Schedule 1 to the Lease shall be and the same is hereby amended by adding thereto the following described railroad cars:

<u>"Number of Items</u>	<u>Description</u>	<u>Identifying Numbers (both inclusive)</u>
11	5,250 cubic feet Railroad Covered Hopper Cars	RAIX 60947 - 60957"

This First Amendment may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterparts shall constitute but one and the same instrument.

This First Amendment shall be construed in accordance with the laws of the State of New York; providing, however, that the parties shall be entitled to all rights conferred by any applicable federal statute, rule or regulation.

This First Amendment shall be binding upon and shall inure to the benefit of the Lessor and the Lessee and their respective permitted successors and assigns.

This First Amendment shall be construed in connection with and as part of the Lease and all terms, conditions and covenants contained in the Lease except as herein modified shall be and remain in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment may refer to the "Lease of Railroad Equipment dated as of December 15, 1976" without making specific reference to this First Amendment, but nevertheless all such references shall be deemed to include this First Amendment unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by their respective officers thereunto duly authorized and their corporate seals to be hereto affixed as of the day and year first above written.

[CORPORATE SEAL]

Attest:

John T. Vergeer
Trust Officer

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO,
as Trustee under a Trust Agreement
dated as of December 15, 1976

By Donald W. Aefon
Vice President
Lessor

[CORPORATE SEAL]

Attest:

Glenn R. Donovan
Assistant Secretary

UNION CARBIDE CORPORATION

By W.S. Gray L
Vice President
Lessee

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8th day of June, 1977, before me personally appeared DONALD W. ALFVIN, to me personally known, who being by me duly sworn, says that he is the Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.

[NOTARIAL SEAL]

Pearl I. Ostroff
Notary Public

My commission expires: 1-19-78

STATE OF NEW YORK)
) SS
CITY AND COUNTY OF NEW YORK)

On this 16th day of June, 1977, before me personally appeared W. S. Gray, Jr., to me personally known, who being by me duly sworn, says that he is the Vice President of UNION CARBIDE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.

[NOTARIAL SEAL]

Carol J. Mueller

Notary Public

CAROL J. MUELLER

Notary Public, State of New York

No. 30-4606012

Qualified in Nassau County

Certificate Filed with N. Y. County Clerk

Commission Expires March 30, 1979

My commission expires: March 30, 1979