

DAVIS POLK & WARDWELL

1 CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212-530-4000

TELEX: ITT-421341

WU-126834

WRITER'S DIRECT NUMBER:

(212) 530-4456

11039, November 16, 1979

9-320AC92

RECORDATION NO. .... Filed 1425

NOV 16 1979

NOV 16 1979 - 2 30 PM

Date: Fee \$ 50.00

INTERSTATE COMMERCE COMMISSION

BY HAND DELIVERY

ICC Washington, D.C.

COUNSEL  
D. NELSON ADAMS  
ANDREW Y. ROGERS  
MORTON FEAREY

GEORGE A. BROWNELL  
LEIGHTON H. COLEMAN  
PORTER R. CHANDLER  
CHARLES M. SPOFFORD  
EDWARD R. WARDWELL

9 WEST 57TH STREET, NEW YORK, N.Y. 10019  
TELEPHONE: 212-530-4000  
TELEX: ITT-421341 WU-126834

4, PLACE DE LA CONCORDE, 75008 PARIS  
TELEPHONE: 265.14.01  
TELEX: 290485  
RESIDENT PARTNERS:  
HERBERT M. LOBL  
JOSEPH ALSOP CHUBB

11 COPTHALL AVENUE, LONDON EC2R 7LU  
TELEPHONE: 01-638-9116  
TELEX: 868238  
RESIDENT PARTNER:  
FRANCIS J. MORISON

Interstate Commerce Commission  
Recordation Department  
Room 2303  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423

Attention: Mildred Lee

Re: Lease of Railroad Cars dated as of  
November 1, 1979 between The  
Connecticut Bank and Trust Company,  
as Owner Trustee, Lessor, and  
Badische Corporation, Lessee

Dear Sir:

Enclosed for recordation and filing pursuant to  
49 U.S.C. § 11303 please find two executed copies of a  
Lease Agreement, dated as of November 1, 1979, between  
The Connecticut Bank and Trust Company, as Owner Trustee,  
Lessor, and Badische Corporation, Lessee, relating to the  
lease of 29 railroad tank and hopper cars, as well as Lease  
Supplements Nos. 1 and 2, evidencing delivery and acceptance  
of 20 of the cars. Also enclosed is our check for \$50 in  
payment of the recordation fee.

Please acknowledge recordation by stamping one  
copy of each of the three documents with the Recordation  
Number of the Lease and returning it to the messenger who  
delivers this letter.

Very truly yours,

Linda A. Simpson

Linda A. Simpson

Enclosures

RECEIVED  
NOV 16 2 29 PM '79  
FEE OPERATIONS BR.

Hand  
file

Country  
parts

11059 -B

RECORDATION NO. .... Filed 1425

LEASE SUPPLEMENT NO. 2

NOV 16 1979-2 32 PM

Dated as of November 19, 1979 INTERSTATE COMMERCE COMMISSION

Pursuant to Section 2(a) of the Lease dated as of November 1, 1979 between BADISCHE CORPORATION ("Lessee") and THE CONNECTICUT BANK AND TRUST COMPANY, as Owner Trustee ("Lessor"), Lessor and Lessee agree that Schedule 2 hereto correctly sets forth the Invoice Price and the date of commencement of the Interim Term for the Items shown on Schedule 1 hereto.

Terms defined in the Lease have the same meanings herein, unless the context hereof otherwise requires.

This Lease Supplement is without prejudice to any right which Lessor or Lessee may have against a Manufacturer or any other person, except as otherwise provided in the Lease.

The Delivery Date for the Items shown on Schedule 1 hereto shall be the date on which Lessor signs and dates this Supplement.

BADISCHE CORPORATION, as Lessee

By H. H. Kopper  
H.-H. Kopper,  
President

THE CONNECTICUT BANK AND TRUST COMPANY, NOT INDIVIDUALLY BUT SOLELY IN ITS CAPACITY AS OWNER TRUSTEE UNDER AN OWNER TRUST AGREEMENT DATED AS OF NOVEMBER 1, 1979 BETWEEN THE OWNER TRUSTEE AND J. P. MORGAN INTERFUNDING CORP., as Lessor

By \_\_\_\_\_  
Authorized Officer

Schedule 1

(To Lease Supplement No. 2)

DESCRIPTION OF EQUIPMENT

Number of Items: 5

Description: 5,250 cubic foot center flow covered hopper cars equipped with 100-ton roller bearing trucks and 20-inch diameter Knapp hatches. Also equipped with No. 5130 outlets with 5 PSI in transit features for the transportation of polycaprolactam pellets

Reporting Marks: DBCX 312, 313, 316, 318 and 321

Time of Delivery: 4th quarter 1979

AAR Mechanical Designation: LO

AAR Car Type Code: L-354

Schedule 2

(To Lease Supplement No. 2)

<u>Item</u>	<u>Invoice #</u>	<u>Invoice Price</u>
4 hopper cars, Reporting Marks DBCX 312, 313, 316 and 318	6-14174	\$275,440.00
1 hopper car, Reporting Mark DBCX 321	6-14229	<u>68,860.00</u>
	Total Invoice Price	<u>\$344,300.00</u>

Interim Term: Commencing November , 1979.

LEASE SUPPLEMENT NO. 2

Dated as of November 19, 1979

Pursuant to Section 2(a) of the Lease dated as of November 1, 1979 between BADISCHE CORPORATION ("Lessee") and THE CONNECTICUT BANK AND TRUST COMPANY, as Owner Trustee ("Lessor"), Lessor and Lessee agree that Schedule 2 hereto correctly sets forth the Invoice Price and the date of commencement of the Interim Term for the Items shown on Schedule 1 hereto.

Terms defined in the Lease have the same meanings herein, unless the context hereof otherwise requires.

This Lease Supplement is without prejudice to any right which Lessor or Lessee may have against a Manufacturer or any other person, except as otherwise provided in the Lease.

The Delivery Date for the Items shown on Schedule 1 hereto shall be the date on which Lessor signs and dates this Supplement.

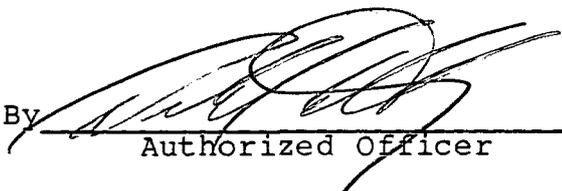
BADISCHE CORPORATION, as Lessee

By \_\_\_\_\_

H.-H. Kopper,  
President

THE CONNECTICUT BANK AND TRUST  
COMPANY, NOT INDIVIDUALLY BUT  
SOLELY IN ITS CAPACITY AS OWNER  
TRUSTEE UNDER AN OWNER TRUST  
AGREEMENT DATED AS OF NOVEMBER  
1, 1979 BETWEEN THE OWNER TRUSTEE  
AND J. P. MORGAN INTERFUNDING CORP.,  
as Lessor

By \_\_\_\_\_

  
Authorized Officer

Schedule 1

(To Lease Supplement No. 2)

DESCRIPTION OF EQUIPMENT

Number of Items: 5

Description: 5,250 cubic foot center flow covered hopper cars equipped with 100-ton roller bearing trucks and 20-inch diameter Knapp hatches. Also equipped with No. 5130 outlets with 5 PSI in transit features for the transportation of polycaprolactam pellets

Reporting Marks: DBCX 312, 313, 316, 318 and 321

Time of Delivery: 4th quarter 1979

AAR Mechanical Designation: LO

AAR Car Type Code: L-354

Schedule 2

(To Lease Supplement No. 2)

<u>Item</u>	<u>Invoice #</u>	<u>Invoice Price</u>
4 hopper cars, Reporting Marks DBCX 312, 313, 316 and 318	6-14174	\$275,440.00
1 hopper car, Reporting Mark DBCX 321	6-14229	<u>68,860.00</u>
	Total Invoice Price	<u>\$344,300.00</u>

Interim Term: Commencing November , 1979.