

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

INTERNATIONAL TELEX: 620976

TELETYPE: 710-581-0338

TELEX: 125547

COUNSEL
ROSSELL L. GILPATRICK
CARLYLE E. MAW

L. R. BRESLIN, JR.
GEORGE B. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE: 01-806-1421
TELEX: 8814901

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

RECORDATION NO. *9247-F* Filed & Recorded

AUG 14 1978 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

MAURICE T. MOORE
BRUCE BROMLEY
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER
WILLIAM B. MARSHALL
RALPH L. McAFEE
ROYALL VICTOR
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ALLEN F. MAULSBY
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HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK

GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL

August 15, 1978

Amendment Agreement (No. 1) Dated as of July 1, 1978
Amending Conditional Sale Agreement
Filed with the ICC under Recordation No. 9247 and
Lease Filed with the ICC under Recordation No. 9247-B

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is an Amendment Agreement (No. 1) dated as of July 1, 1978.

The parties to the enclosed agreement are:

First Security State Bank
P.O. Box 30007
Salt Lake City, Utah 84125

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

The Amendment Agreement (No. 1) amends a Conditional Sale Agreement (No. 1) dated as of January 1, 1978, among ACF Industries, Incorporated, Union Tank Car Company, Richmond Tank Car Company and First Security State Bank, as Trustee,

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I.C.C.
FEE OPERATION BR.

8-227A105

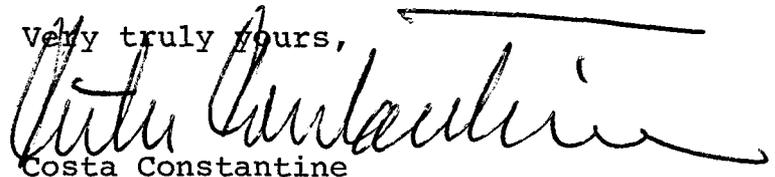
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Clarence F. ... Alan C. Hughes

which was recorded pursuant to Section 20c of the Interstate Commerce Act with the Interstate Commerce Commission on February 23, 1978, under Recordation No. 9247. The Amendment Agreement (No. 1) also amends a Lease of Railroad Equipment (No. 1) dated as of January 1, 1978, between Hooker Chemical Properties Corporation and First Security State Bank, as Owner-Trustee, which was recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on February 23, 1978, under Recordation No. 9247-B.

Enclosed is a check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



Costa Constantine

Mr. H. G. Hommes, Jr.,
Assistant Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

14N

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

8/15/78

OFFICE OF THE SECRETARY

Costa Constantine
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

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 **8/15/78** at **2:45Pm .** and assigned recordation number(s) **9247-E & 9248-D**

Sincerely yours,

H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

RECORDATION NO. *247 E* Filed & Recorded

AUG 14 1978 -2 45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT (No. 1), dated as of July 1, 1978, between FIRST SECURITY STATE BANK, as Trustee (hereinafter called the Vendee), under a Trust Agreement (No. 1) dated as of January 1, 1978, with New England Merchants Leasing Corporation B-6 and FIRST SECURITY BANK OF UTAH, N. A., as Agent (hereinafter called the Assignee).

WHEREAS the Vendee and ACF Industries, Incorporated, Union Tank Car Company and Richmond Tank Car Company (hereinafter called collectively the Builders) have entered into a Conditional Sale Agreement (No. 1) dated as of January 1, 1978 (hereinafter called Conditional Sale Agreement No. 1);

WHEREAS the Builders and the Assignee have entered into an Agreement and Assignment (No. 1) dated as of January 1, 1978 (hereinafter called the Assignment);

WHEREAS the Vendee and Hooker Chemical Properties Corporation (hereinafter called the Lessee) have entered into a Lease of Railroad Equipment (No. 1) dated as of January 1, 1978 (hereinafter called Lease (No. 1));

WHEREAS the Vendee and the Assignee have entered into an Assignment of Lease and Agreement (No. 1) dated as of January 1, 1978 (hereinafter called Lease Assignment (No. 1));

WHEREAS Conditional Sale Agreement (No. 1), Assignment (No. 1), Lease (No. 1) and Lease Assignment (No. 1) were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on February 23, 1978, at 3:30 p.m., and were assigned recordation numbers 9247 and 9247-A, 9247-B and 9247-C respectively;

WHEREAS Conditional Sale Agreement (No. 1) provides that only those units of railroad equipment delivered by the Builders and accepted by the Vendee on or after March 1, 1978, and prior to June 15, 1978, having an aggregate Maximum Purchase Price not exceeding \$4,206,969 are covered by Conditional Sale Agreement (No. 1) and Lease (No. 1) provides that such equipment will also be covered by Lease (No. 1); and

WHEREAS the parties hereto desire to amend Annex B to Conditional Sale Agreement (No. 1) and Appendix A to Lease (No. 1) to show only those units of railroad equipment actually delivered and accepted under the Conditional Sale Agreement (No. 1) and leased under Lease (No. 1);

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex B to Conditional Sale Agreement (No. 1) as originally stated is hereby deleted and restated as shown in Exhibit A attached hereto.

2. Appendix A to Lease (No. 1) as originally stated is hereby deleted and restated as shown in Exhibit B attached hereto.

3. Assignment (No. 1) and Lease Assignment (No. 1) are hereby amended to permit the aforesaid amendment to Conditional Sale Agreement (No. 1) and Lease (No. 1) as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement (No. 1) to be filed and recorded in accordance with the provisions of Article 19 of Conditional Sale Agreement (No. 1) and Article 18 of Lease (No. 1).

5. Except as amended hereby, Conditional Sale Agreement (No. 1), Lease (No. 1), Assignment (No. 1) and Lease Assignment (No. 1) shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective seals, duly attested, to be hereunto affixed as of the day and year first above written.

FIRST SECURITY STATE BANK

by

[Handwritten Signature]

Authorized Officer

[Corporate Seal]

Attest:

[Handwritten Signature]

Authorized Officer

FIRST SECURITY BANK OF UTAH,
N.A.,

by *Arthur B. Fisher*
Authorized Officer

[Corporate Seal]

Attest:

Robert R. ...
Authorized Officer

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

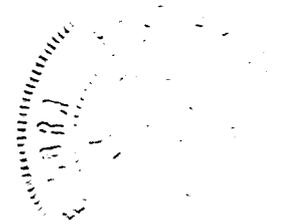
On this 31 day of July 1978, before me personally appeared WILLIAM C. MCGREGOR, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY STATE BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.

Tenna L McCor

Notary Public

[Notarial Seal]

My Commission expires 11-15-81



STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this 31 day of July 1978, before me personally appeared *Fachia B Ecker*, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, N.A., that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.

Tenna L McCor

Notary Public

[Notarial Seal]

My Commission expires 11-15-81

ANNEX B

This Annex B replaces the original
Annex B to Conditional Sale Agreement (No. 1)

<u>Builder</u>	<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Time and Place of Delivery</u>
ACF Industries, Incorporated	100 ton, roller bearing, DOT 105A500W 17,360 gallons non-coil insulated chlorine tank cars	77-OEO-214 Rev.E dated 11/3/77	32	\$41,607.00	\$1,331,424.00	HOKX 7840-7871	March 1978, at Milton, Pennsylvania
Union Tank Car Company	100 ton, roller bearing, DOT 105A500W, 17,300 gallons, non-insulated chlorine tank cars	BD-70-100-17 Appr. No. 3661	30	41,100.56	1,233,016.80	HOKX 7927, 7928, 7931, 7933, 7935-7944, 7946-7955, 7957-7961, 7963	March 1978, at East Chicago, Indiana
Union Tank Car Company	100 ton, roller bearing, DOT 111A100W1, 16,327 gallons, exterior header heaters, caustic soda tank cars	BD-35-100-16 Appr. No. 3665	4	36,600.13	146,400.52	HOKX 8219, 8220, 8259, 8260	March 1978, at East Chicago, Indiana
Richmond Tank Car Company	16,000 gallon, roller bearing, DOT 111A100W1 caustic soda tank cars	2797-TS	31	35,545.00	1,101,895.00	HOKX 8005-8007, 8010-8022, 8025, 8029, 8031, 8033, 8035, 8036, 8038, 8062-8069	March 1978, at Sheldon, Texas

97\$3,812,736.32

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Exhibit A

APPENDIX A

This Appendix A replaces the original Appendix A to the Lease (No. 1)

<u>Builder</u>	<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Time and Place of Delivery</u>
ACF Industries, Incorporated	100 ton, roller bearing, DOT 105A500W 17,360 gallons non-coil insulated chlorine tank cars	77-OEO-214 Rev.E dated 11/3/77	32	\$41,607.00	\$1,331,424.00	HOKX 7840-7871	March 1978, at Milton, Pennsylvania
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97

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Exhibit B