

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

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LONDON, EC2N 2BR, ENGLAND  
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CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E. C. 2

RECORDATION NO. 9248 Filed & Recorded

AUG 14 1978 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

August 15, 1978

Amendment Agreement (No. 2) Dated as of July 1, 1978  
Amending Conditional Sale Agreement  
Filed with the ICC under Recordation No. 9248  
and Lease Filed with the ICC under Recordation No. 9248-B

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is an Amendment Agreement (No. 2) 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. 2) amends a Conditional Sale Agreement (No. 2) 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,

*William C. Hughes*  
*Charles...*

RECEIVED

AUG 15 2 39 PM '78

I.C.C.  
FEE OPERATION BR.

8-227A106

Date AUG 15 1978

Fee \$ 10

ICC Washington, D. C

which was recorded pursuant to Section 20c of the Interstate Commerce Act with the Interstate Commerce Commission on February 23, 1978, under Recordation No. 9248. The Amendment Agreement (No. 2) also amends a Lease of Railroad Equipment (No. 2) 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. 9248-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.

12N

BY HAND

AUG 14 1978 -2 45 PM

INTRA-STATE COMMERCE COMMISSION

AMENDMENT AGREEMENT (No. 2), dated as of July 1, 1978, between FIRST SECURITY STATE BANK, as Trustee (hereinafter called the Vendee), under a Trust Agreement (No. 2) dated as of January 1, 1978, with Republic National Leasing Corporation 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 collectively called the Builders) have entered into a Conditional Sale Agreement (No. 2) dated as of January 1, 1978 (hereinafter called the Conditional Sale Agreement (No. 2));

WHEREAS the Builders and the Assignee have entered into an Agreement and Assignment (No. 2) dated as of January 1, 1978 (hereinafter called Assignment (No. 2));

WHEREAS the Vendee and Hooker Chemical Properties Corporation (hereinafter called the Lessee) have entered into a Lease of Railroad Equipment (No. 2) dated as of January 1, 1978 (hereinafter called Lease (No. 2));

WHEREAS the Vendee and the Assignee have entered into an Assignment of Lease and Agreement (No. 2) dated as of January 1, 1978 (hereinafter called Lease Assignment (No. 2));

WHEREAS Conditional Sale Agreement (No. 2), Assign-

ment (No. 2), Lease (No. 2) and Lease Assignment (No. 2) 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 9248, 9248-A, 9248-B and 9248-C, respectively;

WHEREAS Conditional Sale Agreement (No. 2) provides that only (a) those units of railroad equipment delivered by the Builders and accepted by the Vendee in February 1978 and (b) all the remaining units of equipment not delivered and accepted under Conditional Sale Agreement (No. 1) dated as of January 1, 1978, entered into among the Vendee as Owner-Trustee under Trust Agreement (No. 1) with New England Merchants Leasing Corporation B-6 and the Builders, having an aggregate Maximum Purchase Price not exceeding \$9,356,382 are to be covered by Conditional Sale Agreement (No. 2) and Lease (No. 2) provides that such equipment will also be covered by Lease (No. 2); and

WHEREAS the parties hereto desire to amend Annex B to Conditional Sale Agreement (No. 2) and Appendix A to Lease (No. 2) to show only those units of railroad equipment actually delivered and accepted under the Conditional Sale Agreement (No. 2) and leased under Lease (No. 2);

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

follows:

1. Annex B to the Conditional Sale Agreement (No. 2) as originally stated is hereby deleted and restated as shown in Exhibit A attached hereto.

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

3. Assignment (No. 2) and Lease Assignment (No. 2) are hereby amended to permit the aforesaid amendment to Conditional Sale Agreement (No. 2) and Lease (No. 2) as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement (No. 2) to be filed and recorded in accordance with the provisions of Article 19 of Conditional Sale Agreement (No. 2) and Article 18 of Lease (No. 2).

5. Except as amended hereby, Conditional Sale Agreement (No. 2), Lease (No. 2), Assignment (No. 2) and Lease Assignment (No. 2) 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,

[Corporate Seal]

by *[Signature]*  
Authorized Officer

Attest:

*[Signature]*  
Authorized Officer

FIRST SECURITY BANK OF UTAH, N.A.,

[Corporate Seal]

by *[Signature]*  
Authorized Officer

Attest:

*[Signature]*  
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.

*Therese L. DeCora*  
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 *Richard 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.

*Therese L. DeCora*  
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. 2)

<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	20	\$40,688.00	\$ 813,760.00	HOKX 7820-7839	February 1978, at Milton, Pennsylvania
			10	41,607.00	416,070.00	HOKX 7872-7881	March 1978, at Milton, Pennsylvania
			18	42,014.00	756,252.00	HOKX 7882-7899	April 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	7	40,643.36	284,503.52	HOKX 7918, 7923, 7924, 7929, 7930, 7932, 7934	February 1978, at East Chicago, Indiana
			11	41,100.56	452,106.16	HOKX 7945, 7956, 7964-7968, 7970, 7971, 7973, 7975	March 1978, at East Chicago, Indiana
			16	41,577.32	665,237.12	HOKX 7962, 7969, 7972, 7974, 7976-7987	April 1978, at East Chicago, Indiana

<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>
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	14	36,193.73	506,712.22	HOKX 8181, 8190, 8208, 8212, 8214, 8230, 8238, 8246, 8248, 8254-8258	February 1978, at East Chicago, Indiana
Richmond Tank Car Company	16,000 gallon, roller bearing, DOT 111A100W1 caustic soda tank cars	2797-TS	59	35,545.00	2,097,155.00	8000-8004, 8008, 8009, 8023, 8024, 8027, 8034, 8039-8046, 8048-8058, 8060, 8061 8070, 8071 8073, 8074, 8078-8089, 8092, 8095, 8097, 8098, 8102, 8105, 8107, 8109, 8113, 8116, 8118	February-April 1978, at Sheldon, Texas

<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>
Richmond Tank Car Company (cont'd)	16,000 gallon, roller bearing, DOT 111A100 WI caustic soda tank cars	2797-TS	59	35,729.80	2,108,058.20	8037, 8059, 8072, 8077, 8094, 8103, 8104, 8110, 8114, 8115, 8117, 8119-8149, 8155-8166, 8169, 8171, 8172, 8175, 8178	April-May, 1978, at Sheldon, Texas
			<u>214</u>		<u>\$8,099,854.22</u>		



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Richmond Tank Car Company (cont'd)	16,000 gallon, roller bearing, DOT 111A100 WI, caustic soda tank cars	2797-TS	59	35,729.80	2,108,058.20	8037, 8059, 8072, 8077, 8094, 8103, 8104, 8110, 8114, 8115, 8117, 8119-8149, 8155-8166, 8169, 8171, 8172, 8175, 8178	April-May 1978, at Sheldon, Texas
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