

7011-P
RECORDATION NO. _____ Filed & Recorded

MAY 15 1974 -11 45 AM

SUPPLEMENTAL AGREEMENT INTERSTATE COMMERCE COMMISSION

This SUPPLEMENTAL AGREEMENT, effective as of April 30, 1974, by and among SECURITY NATIONAL BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee under the Trust Agreement as hereinafter defined (hereinafter called "Security"); and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "RLC"):

W I T N E S S E T H:

WHEREAS, Security and RLC as successor to Marathon Leasing Company, a Delaware corporation, have previously entered into Marathon Leasing Company Equipment Trust Agreement, Series Five, dated as of April 1, 1973, and filed with the Interstate Commerce Commission ("ICC") at 1:15 p.m. on May 1, 1973, under Recordation No. 7011 (hereinafter the "Trust Agreement"), pursuant to which Trust Agreement there were issued and sold Trust Certificates in the aggregate amount of \$3,000,000 (hereinafter the "Trust Certificates") which funds (the "Trust Funds") have constituted the Marathon Leasing Company Equipment Trust, Series Five (the "Equipment Trust, Series Five"); and

WHEREAS, RLC and Security subsequently entered into certain agreements supplementing the Trust Agreement, one of the subsequent agreements being effective as of January 31, 1974, and recorded in the records of the ICC on January 31, 1974 at 1:10 p.m. under Recordation No. 7011-G (the "Supplemental Agreement"); and

WHEREAS, pursuant to the Trust Agreement, the Supplemental Agreement and the additional supplemental agreements referred to above, portions of the Trust Funds have been disbursed from time to time to finance 80% of the Cost of the Trust Equipment and the remainder of the Trust Funds is being held by

Security as Deposited Cash (the terms "Cost", "Trust Equipment" and "Deposited Cash", as used herein, shall have the same meaning as set forth in the Trust Agreement); and

WHEREAS, RLC in previous financings of Trust Equipment listed in the Exhibits A to the Trust Agreement and the Supplemental Agreement stated the Maximum Cost of certain of the Trust Equipment set forth in Attachments A and B hereto (hereinafter referred to as the "Revalued Trust Equipment") to be less than the actual Cost thereof and is desirous of correcting such listing of the Cost of the Revalued Trust Equipment,

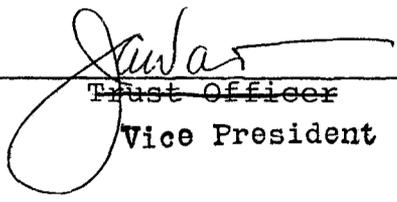
WHEREAS, Security is agreeable to amend the Trust Agreement and the Supplemental Agreement to include as the Maximum Costs of the Revalued Trust Equipment the Maximum Costs set forth in Attachments A and B hereto as hereinafter provided.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants herein contained, Security and RLC hereby agree as follows:

Exhibit A of the Trust Agreement is hereby amended to read as set forth in Attachment A hereto, and Exhibit A of the Supplemental Agreement is hereby amended to read as set forth in Attachment B hereto.

IN WITNESS WHEREOF, Security and RLC have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

SECURITY NATIONAL BANK


Trust Officer
Vice President

ATTEST:



RICHMOND LEASING COMPANY

ATTEST:

Steve Bush

BY James F. Herring

THE STATE OF NEW YORK §

COUNTY OF ~~NEW YORK~~ §
NASSAU

BEFORE ME, the undersigned authority, on this day personally appeared JAMES A. WATERMAN, Vice President, of SECURITY NATIONAL BANK, a national banking association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated as as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 9TH day of ~~April~~, 1974.
MAY

Joan Baldwin
Notary Public in and for
~~New York~~ County, New York
NASSAU

JOAN BALDWIN
Notary Public, State of New York
No. 30-5159805
Qualified in Nassau County
Certificate filed in Suffolk County
Commission Expires March 30, 1976

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Jim F. Herring, Vice President of RICHMOND LEASING COMPANY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 25 day of April, 1974.

Joan Ream
Notary Public in and for
Harris County, T E X A S

My Commission Expires:

June 1, 1975

EXHIBIT A

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
Petrolane	17	DOT112A400W	33,500	RTMX 4200 thru 4216	\$ 497,709	120 months	January, 1974	\$5,032.00
Pennwalt	3	DOT111A100W5	20,500	RTMX 2091 thru 2093	74,310	144 months	January, 1974	805.50

EXHIBIT B

1. Tank car Lease and Service Contract dated December 15, 1973 between Marathon Leasing Company (now Richmond Leasing Company) and Petrolane Transport, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	33,500 gal. DOT112A400W	RTMX 4200 through 4216

2. Tank Car Lease and Service Contract dated July 1, 1973 between Marathon Leasing Company (now Richmond Leasing Company) and Pennwalt Corporation and Rider No. 1 thereto, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	20,500 gal. DOT111A100W5	RTMX 2091 through 2093

ATTACHMENT A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Date of Earliest Service</u>	<u>Term</u>	<u>Monthly Rental</u>
40 Tank Cars	111A100W1	26,000	RTMX 2600 thru 2639	\$ 808,000	3-1-73	144 Mo.	\$ 9,324(1)
50 Tank Cars	111A100W3	14,000	RTMX 3100 thru 3149	\$1,075,000	6-1-73	180 Mo.	\$ 13,000
3 Tank Cars	111A100W1	20,000	RTMX 2025 thru 2027	\$ 57,270	6-1-73	144 Mo.	\$ 624
6 Tank Cars	111A100W5	20,800	RTMX 2085 thru 2090	\$ 132,270	6-1-73	144 Mo.	\$ 1,590

(1) First 60 months at \$9,324
 Next 84 months at \$8,320

ATTACHMENT B

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
Petrolane	17	DOT112A400W	33,500	RTMX 4200 thru 4216	\$497,709	120 Mos.	January, 1974	\$5,032.00
Pennwalt	3	DOT111A100W5	20,500	RTMX 2091 thru 2093	74,310	144 Mos.	January, 1974	805.50