

810

14823-B

LAW OFFICES

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006-2973

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
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CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

JUN 27 1986 12 25 PM

INTERSTATE COMMERCE COMMISSION

June 27, 1986

6 178A076

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

No. JUN 27 1986  
Date .....  
Fee \$ 10.00

Dear Ms. McGee:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and seven counterparts of a Lease Supplement No. 2 dated as of June 15, 1986, a "secondary document" as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document amends the Equipment Lease dated as of October 25, 1985 which was duly filed and recorded on October 25, 1985 and assigned Recordation Number 14823.

The names and addresses of the parties to the Lease Supplement No. 2 are:

Lessor: The Bank of New York  
48 Wall Street  
New York, New York 10015

Lessee: General American Transportation Corporation  
120 South Riverside Plaza  
Chicago, Illinois 60606

MOTOR OPERATING UNIT  
JUN 27 12 20 PM '86  
ICC OFFICE OF THE SECRETARY

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached to this letter and made a part hereof.

Kindly return the original and six counterparts of the Lease Supplement No. 2 to Deborah G. Page, Esq., Chapman and

*Chapman & Page*  
*C.T. Kappler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
June 27, 1986  
Page Two

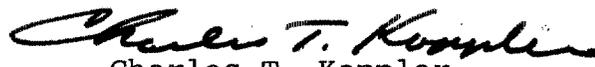
Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Lease Supplement No. 2 to Equipment Lease between The Bank of New York, as Lessor, 48 Wall Street, New York 10015, and General American Transportation Corporation, as Lessee, 120 South Riverside Plaza, Chicago, Illinois 60606, covering 161 tank cars and 51 covered hopper cars.

Very truly yours,

  
Charles T. Kappler

Enclosures

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Number of Cars</u>	<u>Description</u>	<u>Identifying Marks and Numbers*</u>
12	DOT 111A60ALW-2 20,000 Gallon Hydrogen Peroxide	GATX 73745-73756
13	AAR 211A100-W-1 14,150 Gallon Plasite Lining Titanium Dioxide	GATX 21857 21863-21865 21870-21878
12	DOT 111A60ALW-2 20,000 Gallon Hydrogen Peroxide	GATX 73757-73768
6	DOT 111A100-W-1 14,150 Gallon Plasite Lining Kaolin Slurry	GATX 21879 21882-21886
8	DOT 111A100-W-1 14,150 Gallon Clay Slurry	GATX 21887-21894
2	DOT 111A100-W-1 14,150 Gallon Hexdiene	GATX 21895-21896
31	DOT 111A100-W-1 25,800 Gallon Lube Oil	GATX 17868-17898
57	DOT 111A100-W-5 20,000 Gallon Uniroyal Lining Hydrochloric Acid	GATX 61051-61069 61071-61087 61089-61091 61093-61110
20	DOT 111A100-W-1 13,450 Gallon Phosphoric Acid	GATX 52855-52874

TOTAL  
TANK CARS 161

All Cars Manufactured by Trinity Industries, Inc.  
\*All numbers inclusive

<u>Number of Cars</u>	<u>Description</u>	<u>Identifying Marks and Numbers*</u>
9	LO. Airslide 4,566 Cu. Ft. Starch	GACX 56350-56358
22	LO. Airslide 4,566 Cu. Ft. Flour	GACX 56359-56380
2	LO. Airslide 4,900 Cu. Ft. Corn Starch	GACX 56393,56394
5	LO. Airslide 4,900 Cu. Ft. Corn Starch	GACX 56386-56390
5	LO. Airslide 4,900 Cu. Ft. Corn Stoarch	GACX 56396-56400
4	LO. Airslide 4,900 Cu. Ft. Flour	GACX 56391,56392 56395,56401
4	LO. Airslide 4,900 Cu. Ft. Flour	GACX 56402-56405

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All Cars Manufactured by Trinity Industries, Inc.  
\*All numbers inclusive

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

6/27/86

Charles T. Kappler, Esq.  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20423

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/27/86 at 12:25pm, and assigned re-  
recording number (s) 14823-B & 14824-B

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure (s)

SE-30  
(7/79)

JUN 27 1986 -12 25 PM

LEASE SUPPLEMENT NO. 2 INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 2, dated as of June 15, 1986, between THE BANK OF NEW YORK, a New York banking corporation (the "Lessor"), and GENERAL AMERICAN TRANSPORTATION CORPORATION, a New York corporation (the "Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease dated as of October 25, 1985, as amended and supplemented by Lease Supplement No. 1 dated as of December 19, 1985 (as so amended, the "Lease"). The terms used herein are used with the meanings specified in the Lease.

Said Equipment Lease and said Lease Supplement No. 1 were recorded in the Office of the Secretary of the Interstate Commerce Commission on October 25, 1985 at 1:05 P.M. and December 19, 1985 at 2:20 P.M., respectively, and were given recordation Nos. 14823 and 14823-A, respectively.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of confirming any change in Fixed Rentals.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereby agree as follows:

1. Section 2.1(b) of the Lease is hereby amended to read in full as follows:

"(b) Fixed Rental. For each Item of Equipment, the Lessee shall pay to the Lessor 40 semiannual installments of fixed rental (the "Fixed Rental") payable in advance, each in an amount equal to 4.2438% of the Purchase Price thereof; and"

2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Equipment Lease dated as of October 25, 1985" or the "Lease dated as of October 25, 1985" without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement unless the context shall otherwise require.

3. This Lease Supplement 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.

4. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

THE BANK OF NEW YORK

By David R. Walsh  
Its Assistant Vice President

[SEAL]

GENERAL AMERICAN TRANSPORTATION CORPORATION

ATTEST:

By J. J. Moran  
Its SR. VICE PRESIDENT

Paul A. Heintz  
Its Secretary

Consented to as of the date first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Security Trustee

By J. J. Moran  
Its VICE PRESIDENT

STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK )

On this 23<sup>rd</sup> day of June, 1986, before me personally appeared DAVID R. WALSH, to me personally known, who being by me duly sworn, says that (s)he is the ASSISTANT VICE PRESIDENT of THE BANK OF NEW YORK, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Matthew T. Fremont-Smith  
Notary Public

[NOTARIAL SEAL]

My commission expires:

Matthew Fremont-Smith  
Notary Public, State of New York  
No. 31-4855049  
Qualified in New York County  
Commission Expires 3/24/88

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 19<sup>th</sup> day of June, 1986, before me personally appeared J. R. MORAN and PAUL A. HEINEN, to me personally known, who being by me duly sworn, says that they are the SR. VICE PRESIDENT and SECRETARY of GENERAL AMERICAN TRANSPORTATION 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lillian M. Wood  
Notary Public

[NOTARIAL SEAL]

My commission expires: 8/28/88