

9-213A024

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KILPATRICK & CODY

RECORDATION # 16455 FILED 1425 **B**

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INTERSTATE COMMERCE COMMISSION

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August 1, 1989

RECORDATION # 16455 FILED 1425 **X**

BY HAND DELIVERY

AUG 1 1989 -12 30 PM

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Room 2215
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

Aug 1 12 34 PM '89
RECEIVED
RECORDATION UNIT

Re: Recordation of Documents

Attn: Ms. Mildred Lee
Office of Recordation
Room 2303

Dear Ms. McGee:

Please find enclosed an original and one copy of the documents described below, to be recorded pursuant to 49 U.S.C. § 11303. In accordance with 49 C.F.R. § 1177.3(d)(2) please be advised that each is a "primary" document.

- (1) Agreement for Assignment of Interest, dated as of May 31, 1989, by and between Brimstone Group Limited (Brimstone) and State Street Bank and Trust Company (Bank) granting to the Bank a security interest in all of Brimstone's right, title and interest in and to any and all equipment now or hereafter subject to the Agreement dated as of May 25, 1989 between Brimstone and InterRedec, Inc. (the "Agreement")

Robert J. Hesse

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RECORDATION UNIT

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and in and to the Agreement and the leasehold estate created thereby.

(2) Agreement between InterRedec, Inc. (InterRedec) and Brimstone Group Limited (Brimstone) dated as of May 25, 1989 (the Agreement), whereby InterRedec subleases to Brimstone all of the cars available to it under the provisions of Rider No. 9, dated as of June 1, 1989, to the Union Tank Car Company and InterRedec Car Service Agreement, dated as of March 30, 1983, and the provisions of said Rider No. 9 to that certain Car Service Agreement are adopted by reference thereto and made a part of the Agreement between InterRedec and Brimstone.

(3) Loan and Security Agreement, dated as of May 31, 1989, between Brimstone Group Limited (Brimstone) and State Street Bank and Trust Company (Bank) whereby the Bank establishes a credit facility in favor of Brimstone in the amount of \$3,400,000 (hereinafter referred to as documents 1, 2 and 3, respectively).

It is respectfully requested that the Agreement for Assignment of Interest described in document 1 be cross-indexed under the names and addresses listed below as provided in 49 C.F.R. § 1177.3(d)(3), and that the index be amended to reflect the assignment under the additional names of

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InterRedec, Inc. and Union Tank Car Company (parties other than the assignor and assignee) as provided in 49 C.F.R. § 1177.5(b).

The names and addresses of the parties to the documents are as follows:

Brimstone Group Limited
Suite 800
2859 Paces Ferry Road
Atlanta, Georgia 30339
Attn: William L. Westman, II
President

Union Tank Car Company
111 West Jackson Street
Chicago, Illinois 60604
Attn: Vice President-Fleet
Management

InterRedec, Inc.
Post Office Box 670
Richmond Hill, Georgia
31324
Attn: Mark S. Kuskin
Executive Vice
President-Operations

State Street Bank and Trust
Company
225 Franklin Street
Boston, Massachusetts 02101
Attn: Donald J. Cregg
Vice President

Brimstone Group Limited is the (1) Assignor under the Agreement for Assignment of Interest described in document number 1, (2) Sublessee under the Agreement between InterRedec and Brimstone described in document 2; and (3) Borrower under the Loan and Security Agreement between Brimstone and the Bank described in document 3.

InterRedec, Inc. is the Sublessor under the Agreement between InterRedec and Brimstone described in document 2, and the Lessee under the Union Tank Car Company Car Service Agreement between Union and InterRedec attached to and incorporated into the Agreement between InterRedec and Brimstone described in document 2.

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Union Tank Car Company is the Lessor under the Union Tank Car Company Car Service Agreement between Union and InterRedec and attached to and incorporated into the Agreement between InterRedec and Brimstone described in document 2.

State Street Bank and Trust Company is the Assignee under the Agreement for Assignment of Interest described in document 1, and the Lender under the Loan and Security Agreement between Brimstone and the Bank described in document 3.

A description of the railway car equipment covered by the above three documents is set forth below and the prefix and car number for each car is attached hereto as the Exhibit.

CLASS OR TYPE OF CAR

DOT 111A100W3	Approximate Capacity
Insulated, exterior-coiled,	(Gallonage)
equipped with six inches (6")	13,200
insulation, with safety platform	

Minimum of 100 Cars but not to exceed 120 Cars.

In accordance with 49 C.F.R. § 1177.3(c) a fee of \$30 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Robert Glasser, Kilpatrick & Cody, 2501 M Street, N.W., Suite 500, Washington, D.C. 20037.

A short summary of the documents to appear in the index follows:

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1. Agreement for Assignment of Interest, dated as of May 31, 1989, by and between Brimstone Group Limited, Suite 800, 2859 Paces Ferry Road, Atlanta, Georgia 30339 (Brimstone) and State Street Bank and Trust Company, 225 Franklin Street, Boston, Massachusetts 02101 (Bank) granting to Bank a security interest in all of Brimstone's right, title and interest in and to any and all equipment now or hereafter subject to the Agreement dated as of May 25, 1989 between Brimstone and InterRedec, Inc., Post Office Box 670, Richmond Hill, Georgia 31324 (the Agreement) and in and to the Agreement and the leasehold estate created thereby, in consideration of the Bank's entering into the Loan and Security Agreement dated as of May 31, 1989 between the Bank and Brimstone.
2. Agreement between InterRedec, Inc., Post Office Box 670, Richmond Hill, Georgia 31324 (InterRedec) and Brimstone Group Limited, Suite 800, 2859 Paces Ferry Road, Atlanta, Georgia 30339 (Brimstone) whereby InterRedec subleases to Brimstone all of the cars available to it under the provisions of Rider No. 9, dated as of June 1, 1989, to the Union Tank Car Company, 111 West Jackson Street, Chicago, Illinois, 60604 (Union) and InterRedec Car Service Agreement,

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dated as of March 30, 1983, (the provisions of said Rider No. 9 to the Car Service Agreement are adopted by reference thereto and made a part of the Agreement between InterRedec and Brimstone). A description of the cars subleased to Brimstone by InterRedec is set forth in that certain Rider No. 9 to the Car Service Agreement between Union and InterRedec .

3. The Loan and Security Agreement dated as of May 31, 1989 between Brimstone Group Limited, Suite 800, 2859 Paces Ferry Road, Atlanta, Georgia (Brimstone) and State Street Bank and Trust Company, 225 Franklin Street, Boston, Massachusetts 02101 (Bank) whereby the Bank establishes a credit facility in favor of Brimstone in the amount of \$3,400,000 to secure the Borrower's obligations, inter alia, (1) to its suppliers of liquid sulphur, (2) to InterRedec, Inc., (3) pursuant to its Railroad Transportation Contract, and (4) to its customhouse broker. To secure the payment of all obligations, whether now or hereafter arising, the Borrower grants to the Bank a continuing first priority security interest in the property of the Borrower described in the Security Agreement (Inventory and Accounts Receivable) and the Security Agreement-

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Equipment (collectively, the Security Agreements) and grants to the Bank a continuing security interest in all shipping documents, letters of credit from the Borrower's customers, contracts with railroads, subleases of rail cars, contracts with suppliers of liquid sulphur, contracts with customers purchasing liquid sulphur and all other contracts to or of which it is a party or beneficiary and such collateral shall be deemed to be collateral as defined in the Security Agreements and subject to the terms thereof.

Please contact the undersigned directly should you have any questions concerning this request for recordation.

Very truly yours,


Robert Glasser

Enclosures

RECORDATION NO 16455 A FILED 1423

Assignment of Interest

AUG 1 1989 -12 30 PM

INTERSTATE COMMERCE COMMISSION

This Agreement is made as of May 31, 1989 by and between Brimstone Group Limited ("Brimstone") and State Street Bank and Trust Company ("Bank"). Brimstone hereby grants to Bank a security interest in all of Brimstone's right, title and interest in and to any and all equipment now or hereafter subject to the Agreement dated as of May 25, 1989 between Brimstone and InterRedec, Inc. (the "Agreement") and in and to the Agreement and the leasehold estate created thereby, in consideration of Bank's entering into the Loan and Security Agreement dated as of May 31, 1989 between Bank and Brimstone. Bank hereby accepts the above-described security interest.

State Street Bank and Trust Company

Brimstone Group Limited

By: [Signature]
Title:

By: [Signature]
Title: President

State of Georgia
County of Cobb ss:

On this 5th day of June, 1989 before me personally appeared, William Westman, to me personally known, who being by me duly sworn, says that he is the President of Brimstone Group Limited, that the seal 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.

[Seal]

[Signature]
Signature of Notary Public
My Commission expires

Notary Public for the State of Georgia
My Commission Expires Feb. 28, 1993

Commonwealth of Massachusetts
County of Suffolk ss:

On this 21st day of June, 1989 before me personally appeared, Donald J. Chase, Jr., to me personally known, who being by me duly sworn, says that he is the Vice President of State Street Bank and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said trust company, 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 trust company.

[Seal]

Evelyn L. King
Signature of Notary Public
My Commission expires

EVELYN L. KING, Notary Public
My Commission Expires June 6, 1991