

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

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
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CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

13249
SEP 20 1981 10 50 AM
RECORDATION NO. Filed 1425

INTERSTATE COMMERCE COMMISSION
September 29, 1981
TELEX
440348 CDAA UI
13249-A
RECORDATION NO. Filed 1425

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20235

SEP 20 1981 10:50 AM
9/30/81
INTERSTATE COMMERCE COMMISSION
60.00

Dear Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are original and two counterparts each of a Railroad Equipment Lease dated as of April 15, 1981 and Amendment No. 1 to Railroad Equipment Lease dated as of September 25, 1981 (Documents).

A general description of the railroad equipment covered by the Documents is:

Twenty-six (26) 100-ton roller bearing
33,500 gallon non-coiled tank cars
(DOT Classification: 105 A400W) bearing
reporting mark and numbers 605, 608, 609, 614
615, 616, 626, 627, 636, 639, 640, 641, 646,
647, 648, 650, 653, 655, 657, 658, 659, 662,
663, 664, 669 & 674, (all marked LEYX).

The names and addresses of the parties to the Documents are:

Lessor: ITT Industrial Credit Company
P.O. Box 43777
1400 North Central Life Tower
St. Paul, Minnesota 55164

Lessee: Wanda Petroleum Company
P.O. Box 53120
Houston, Texas 77052

Copy sent to J. Mendenhall

CC Washington, D.C.

Ms. Agatha L. Mergenovich
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9/29/81

The undersigned is agent for the Lessor for the purpose of submitting the Documents for recordation and has knowledge of the matters set forth therein.

Please return the stamped copies of the Documents to the undersigned or to the bearer hereof.

Also enclosed is a remittance in the amount of \$60.00 in payment of the required recordation fees.

Very truly yours,

ALVORD AND ALVORD

By: _____
Charles T. Kappler

CTK/bp
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/30/81

OFFICE OF THE SECRETARY

Charles T. Kappler, Esq.
Alvord & Alvord
200 World Center building
918 16th Street, N.W.
Washington, D.C. 20006

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 9/30/81 at 10:50am, and assigned re-
recording number(s). 13249 & 13249_A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AMENDMENT NO. 1 SEP 30 1981 - 10 52 AM
TO
RAILROAD EQUIPMENT LEASE STATE COMMERCE COMMISSION

Amendment No. 1, dated as of September 25, 1981, between ITT Industrial Credit Company ("Lessor") and Wanda Petroleum Company ("Lessee") to the Railroad Equipment Lease dated as of April 15, 1981, between Lessor and Lessee.

In consideration of their mutual covenants, Lessor and Lessee agrees as follows:

- 1. Schedule 1 to the Lease be and the same hereby is amended by adding to the column entitled "LESSEE'S IDENTIFICATION NO." the following identification numbers for twenty-six (26) of the thirty-nine (39) 100 Ton Roller Bearing DOT 105 A400W, 33,500 gallon, non-coiled tank cars:

LEYX 605	LEYX 626	LEYX 646	LEYX 658
LEYX 608	LEYX 627	LEYX 647	LEYX 659
LEYX 609	LEYX 636	LEYX 648	LEYX 662
LEYX 614	LEYX 639	LEYX 650	LEYX 663
LEYX 615	LEYX 640	LEYX 653	LEYX 664
LEYX 616	LEYX 641	LEYX 655	LEYX 669
		LEYX 657	LEYX 674

Furthermore, the phrase "(both inclusive and two serial numbers on each)" is hereby deleted from the column entitled "LESSEE'S IDENTIFICATION NO.".

- 2. The following is hereby added to the Lease as S27.

EQUIPMENT IDENTIFICATION NUMBERS

"Lessee authorizes Lessor to add to Schedule 1 hereto the identification number for each Unit of Equipment as such numbers are made available to Lessee and Lessor by Vendor. Lessor shall provide Lessee with a completed Schedule 1 upon receipt of thirty-nine (39) identification numbers from Vendor. Lessee and Lessor agree that the aforementioned identification numbers shall be the numbers provided by Vendor on its invoice(s)."

- 3. As herein modified, all of the terms, covenants and conditions of the Lease are hereby ratified and confirmed and the same shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment No. 1 to the Lease to be duly executed by their respective officers thereunto duly authorized.

ITT INDUSTRIAL CREDIT COMPANY

WANDA PETROLEUM COMPANY

By: *[Signature]*

By: *[Signature]*

Title: _____

Title: *Sr. Vice President*

STATE OF TEXAS)
)
) SS.
COUNTY OF HARRIS)

On this 25th day of September, 1981, before me personally appeared John V. Melcher, to me personally known, who, being by me duly sworn, says that he is a Senior Vice President of WANDA PETROLEUM COMPANY, 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.

Jeanie Cornelius
Notary Public

(Notarial Seal)

My Commission expires 7-23-84

JEANIE CORNELIUS
Notary Public, State of Texas
My Commission Expires July 23, 1984

STATE OF MINNESOTA)
)
) SS.
COUNTY OF RAMSEY)

On this 25th day of September, 1981, before me personally appeared Michael J. Hankey, to me personally known, who, being by me duly sworn, says that he is an authorized officer of ITT INDUSTRIAL CREDIT COMPANY, 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.

Michael J. Hankey
Notary Public, Ramsey County, Minn.
My Commission Expires Nov. 25, 1983

(Notarial Seal)

My Commission expires