

RECORDATION NO. 13304-<sup>P</sup> Filed 1426

DEC 21 1981 -10 45 AM

INTERSTATE COMMERCE COMMISSION

KUTAK ROCK & HUIE  
A PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS  
THE OMAHA BUILDING  
1650 FARNAM STREET  
OMAHA, NEBRASKA 68102  
(402) 346-6000

ATLANTA  
DENVER  
LOS ANGELES  
MINNEAPOLIS  
WASHINGTON

RECORDATION NO. 13304-<sup>P</sup> Filed 1426

DEC 21 1981 -10 45 AM

INTERSTATE COMMERCE COMMISSION

December 21, 1981

Secretary of the Interstate  
Commerce Commission  
Recordation Department  
Room No. 2303  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Dear Secretary:

1-355A070

No.

DEC 21 1981

Date

Fee \$

20.00

ICC Washington, D. C.

DEC 21 10 37 AM '81  
RECEIVED

I have enclosed an original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are secondary documents, dated as of December 21, 1981, and are supplements to, respectively, the Lease of Railroad Equipment under Recordation No. 13304 (and Supplement I thereto, Recordation No. 13304-B) and the Security Agreement under Recordation No. 13304-A (and Supplement I thereto, Recordation No. 13304-C).

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

Lessor:

Merrill Lynch Leasing Inc.  
One Liberty Plaza  
165 Broadway  
New York, New York 10080

Investor:

United Benefit Life  
Insurance Company  
Mutual of Omaha Plaza  
Omaha, Nebraska 68175

Lessee:

Northern Petrochemical Company  
2350 East Devon Avenue  
Des Plaines, Illinois 60012

Investor:

Woodmen of the World Life  
Insurance Society  
1700 Farnam Street  
Omaha, Nebraska 68102

*Counsellor - Andrew Gardner*

KUTAK ROCK & HUIE

Secretary of the Interstate  
Commerce Commission  
December 21, 1981  
Page Two

Guarantor:

InterNorth, Inc.  
2223 Dodge Street  
Omaha, Nebraska 68102

Agent:

The Omaha National Bank  
17th and Farnam Streets  
Omaha, Nebraska 68102

Supplement II to the Lease and Supplement II to the Security Agreement identify the dates of lining for each of the 150 CF-5251 Center Flow Covered Hopper Cars more particularly described in the Equipment Schedule attached hereto. Supplement II to the Lease also sets forth the aggregate rent payments under the Lease.

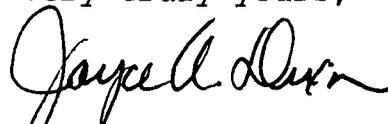
A fee of \$20 is enclosed. Please return the original documents to Kutak Rock & Huie, The Omaha Building, 1650 Farnam Street, Omaha, Nebraska 68102.

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

(1) Supplement II, dated as of December 21, 1981, to the Lease of Railroad Equipment under Recordation No. 13304 (and Supplement I thereto, Recordation No. 13304-B) sets forth the aggregate rent payments under the Lease and identifies the dates of lining for 150 CF-5251 Center Flow Covered Hopper Cars.

(2) Supplement II, dated as of December 21, 1981, to the Security Agreement under Recordation No. 13304-A (and Supplement I thereto, Recordation No. 13304-C) identifies the dates of lining for 150 CF-5251 Center Flow Covered Hopper Cars.

Very truly yours,



Joyce A. Dixon

bjm

Enclosures

Equipment Schedule  
of  
Hopper Cars Which Have Been Lined

<u>Type</u>	<u>Quantity</u>	<u>Car Number</u>	<u>Date Lining Accepted</u>
CF-5251 Center Flow Covered Hopper Cars	1	NPCX 7006	11/10/81
"	1	" 7015	"
"	1	" 7042	"
"	1	" 7000	12/3/81
"	1	" 7009	"
"	1	" 7011	"
"	1	" 7014	"
"	1	" 7025	"
"	1	" 7032	"
"	3	" 7036-7038	"
"	2	" 7040-7041	"
"	3	" 7043-7045	"
"	6	" 7047-7052	"
"	1	" 7057	"
"	1	" 7064	"
"	1	" 7067	"
"	1	" 7078	"
"	3	" 7080-7082	"
"	5	" 7087-7091	"
"	11	" 7093-7103	"
"	1	" 7105	"
"	2	" 7108-7109	"
"	1	" 7111	"
"	5	" 7001-7005	12/21/81
"	2	" 7007-7008	"
"	1	" 7010	"
"	2	" 7012-7013	"
"	9	" 7016-7024	"
"	6	" 7026-7031	"
"	3	" 7033-7035	"
"	1	" 7039	"
"	1	" 7046	"
"	4	" 7053-7056	"
"	6	" 7058-7063	"
"	2	" 7065-7066	"

"	10	"	7068-7077	"
"	1	"	7079	"
"	4	"	7083-7086	"
"	1	"	7092	"
"	1	"	7104	"
"	2	"	7106-7107	"
"	1	"	7110	"
"	38	"	7112-7149	"

Third and Final Funding  
Closing Date:

December 21, 1981

Lessor's Cost Funded on  
11/10/81 : \$7,030,052.00

Lessor's Cost Funded on  
12/3/81 : \$3,216,631.15

Lessor's Cost Funded on  
12/21/81 : \$ 299,697.34

Lessor's Total Cost Funded:  
\$10,546.380.49

**Interstate Commerce Commission**  
Washington, D.C. 20423

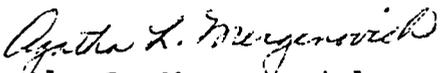
**OFFICE OF THE SECRETARY**

Joyce A. Dixon  
Kutak Rock & Huie  
The Omaha Building  
1650 Farnam Street  
Omaha, Nebraska 68102

Dear Madam:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/21/81 at 10:45AM , and assigned re-  
recording number (s). 13304-~~D~~ & 13304-~~F~~

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 13304-P Filed 1425

DEC 21 1981 - 10 45 AM

SUPPLEMENT II

INTERSTATE COMMERCE COMMISSION

to

LEASE OF RAILROAD EQUIPMENT

between

MERRILL LYNCH LEASING INC.  
as Lessor

and

NORTHERN PETROCHEMICAL COMPANY  
as Lessee

THIRD FUNDING CLOSING

Dated as of December 21, 1981

Filed and recorded with the Interstate Commerce Commission  
pursuant to 49 U.S.C. §11303 on \_\_\_\_\_, 1981 at  
M., Recordation No.

Equipment Schedule  
 of  
 Hopper Cars Which Have Been Lined

<u>Type</u>	<u>Quantity</u>	<u>Car Number</u>	<u>Date Lining Accepted</u>
CF-5251 Center Flow Covered Hopper Cars	1	NPCX 7006	11/10/81
"	1	" 7015	"
"	1	" 7042	"
"	1	" 7000	12/3/81
"	1	" 7009	"
"	1	" 7011	"
"	1	" 7014	"
"	1	" 7025	"
"	1	" 7032	"
"	3	" 7036-7038	"
"	2	" 7040-7041	"
"	3	" 7043-7045	"
"	6	" 7047-7052	"
"	1	" 7057	"
"	1	" 7064	"
"	1	" 7067	"
"	1	" 7078	"
"	3	" 7080-7082	"
"	5	" 7087-7091	"
"	11	" 7093-7103	"
"	1	" 7105	"
"	2	" 7108-7109	"
"	1	" 7111	"
"	5	" 7001-7005	12/21/81
"	2	" 7007-7008	"
"	1	" 7010	"
"	2	" 7012-7013	"
"	9	" 7016-7024	"
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"	3	" 7033-7035	"
"	1	" 7039	"
"	1	" 7046	"
"	4	" 7053-7056	"
"	6	" 7058-7063	"
"	2	" 7065-7066	"

"	10	"	7068-7077	"
"	1	"	7079	"
"	4	"	7083-7086	"
"	1	"	7092	"
"	1	"	7104	"
"	2	"	7106-7107	"
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12/21/81 : \$ 299,697.34

Lessor's Total Cost Funded:  
\$10,546.380.49

AGGREGATE

ANNEX B

RENT PAYMENT SCHEDULE

<u>Payment</u>	<u>Cars</u>	<u>Rate</u> <sup>1</sup>	<u>Total Price</u>	<u>Rental</u>	<u>Aggregate</u>
1-18	Hopper	6.2692%	\$8,857,665.49 <sup>2</sup>	\$555,304.76	
1-18	Tanker	6.6741	1,688,715.00 <sup>3</sup>	112,706.52	
1-18					\$668,011.28
19-38	Hopper	7.5922	8,857,665.49 <sup>2</sup>	672,491.64	
19-38	Tanker	8.0825	1,688,715.00 <sup>3</sup>	136,490.38	
19-38					808,982.02

1. Per \$1,000,000 of Purchase Price of Equipment Subject to Lease. Implicit Lease Rate = 11.7507% per annum for Hopper Cars and 12.7254% per annum for Tank Cars.

2. Hopper Cars

First Funding Closing	\$5,761,099.00
Second Funding Closing	2,815,909.15
Third Funding Closing	<u>280,657.34</u>

Total Price \$8,857,665.49

3. Tanker Cars

First Funding Closing	\$1,268,953.00
Second Funding Closing	400,722.00
Third Funding Closing	<u>19,040.00</u>

Total Price \$1,688,715.00

Annex C to the Lease  
(Third Funding Closing)

CERTIFICATE OF ACCEPTANCE

Northern Petrochemical Company, lessee under the Lease of Railroad Equipment (the "Lease") dated as of November 1, 1981 (the "Lessee") as duly authorized agent of Merrill Lynch Leasing Inc., lessor under the Lease, hereby certifies that the lining of each of the hopper cars shown in Schedule I hereto has been delivered to Lessee, inspected by Lessee, conforms to the specifications set forth in the Purchase Contract (as defined in the Lease), and on the respective dates set forth below was fully and finally accepted pursuant to the terms of Section 2 of the Lease.

Pursuant to this Certificate of Acceptance the Lessee further certifies that the lining of hopper cars shown on Schedule I hereto complies with the description of the lining of hopper cars set forth in Annex A to the Lease.

All terms not defined herein shall have the meanings ascribed to them in the Lease.

Dated as of December 21, 1981.

NORTHERN PETROCHEMICAL COMPANY,  
as Lessee

By [Signature]  
Title [Title]

Equipment Schedule  
 of  
 Hopper Cars Which Have Been Lined

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Lessor's Cost Funded on  
12/21/81 : \$ 299,697.34

Lessor's Total Cost Funded:  
\$10,546.380.49

The Agent hereby acknowledges receipt from the Lessee of Annex A to the Lease (Third Funding Closing): Equipment Schedule; Annex B to the Lease: Aggregate Rent Payment Schedule; Annex C to the Lease (Third Funding Closing): Certificate of Acceptance; and Schedule I to Annex C (Third Funding Closing): Equipment Schedule.

Date of Acknowledgement: December 21, 1981

THE OMAHA NATIONAL BANK

By *Jack B. Wheeler*  
Title VICE PRESIDENT

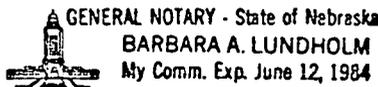
STATE OF Nebraska )  
COUNTY OF Douglas ) SS.

The foregoing instrument was acknowledged before me this 21st day of December, 1981 by Jack B. Wheeler, a VICE PRESIDENT of The Omaha National Bank, a national banking association, on behalf of the association.

*Barbara A. Lundholm*  
Notary Public

My Commission expires 6-12-84.

Notarial Seal







STATE OF DISTRICT OF )  
COUNTY OF COLUMBIA ) SS.

The undersigned has compared the documents to which this Certificate is attached, entitled Supplement II to the Lease of Railroad Equipment, with the original thereof and certifies that it is a true and correct copy in all respects.

Andrew A. Macha  
Notary Public

(NOTARIAL SEAL)

My Commission expires: \_\_\_\_\_  
My Commission Expires June 30, 1985