

KUTAK ROCK & CAMPBELL

A PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

THE OMAHA BUILDING
1650 FARNAM STREET
OMAHA, NEBRASKA 68102

(402) 346-6000

ATLANTA
DENVER
NEW YORK
WASHINGTON

RECORDATION NO. 13304-F FILE 1428

December 3, 1987

DEC 4 1987 - 3 15 PM

INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 13304-F FILE 1428

AIRBORNE

DEC 4 1987 - 3 15 PM

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

INTERSTATE COMMERCE COMMISSION

Date 12-4-87

Fee \$ 20.00

ICC Washington, D. C.

Attention: Ms. Mildred Lee

Dear Ms. Lee:

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 October 1, 1987, and are amendments to, respectively, the Lease of Railroad Equipment filed under Recordation No. 13304 (and Supplement I thereto, Recordation No. 13304-B and Supplement II, thereto, Recordation No. 13304-D) and the Security Agreement filed under Recordation No. 13304-A (and Supplement I thereto, Recordation No. 13304-C and Supplement II thereto, Recordation No. 13304-E).

We request that these documents be cross-indexed.

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

Lessor:

Inspiration Leasing Inc. (formerly, Merrill Lynch Leasing Inc.)
250 Park Avenue
New York, NY 10177

KUTAK ROCK & CAMPBELL

Secretary of the Interstate
Commerce Commission
December 3, 1987
Page 2

Lessee:

USI Chemicals Co. Division of National Distillers & Chemical
Corporation (formerly, Northern Petrochemical Company)
11500 North Lake Drive
Cincinnati, OH 45249

Guarantor:

Enron Corp. (formerly, Internorth Inc.)
1400 Smith Street
Houston, TX 77002-7369

Agent:

FirstTier Bank, N.A. (formerly, The Omaha National Bank)
17th and Farnam Streets
Omaha, NE 68102

Investor:

United of Omaha Life Insurance Company (formerly, United
Benefit Life Insurance Company)
Mutual of Omaha Plaza
Omaha, NE 68175

Investor:

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

The General Amendment to the Lease and the General
Amendment to the Security Agreement amend the original Lease
and the original Security Agreement to reflect certain
mergers, changes in ownership and changes in corporate names
of the parties.

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

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

Secretary of the Interstate
Commerce Commission
December 3, 1987
Page 3

(1) General Amendment, dated as of October 1, 1987, to the Lease of Railroad Equipment filed under Recordation No. 13304 (and Supplement I thereto, Recordation No. 13303-B and Supplement II thereto, Recordation No. 13304-D) sets forth changes in the corporate names of the parties to reflect certain mergers, changes in ownership and changes in corporate names of such parties.

(2) General Amendment, dated as of October 1, 1987, to the Security Agreement filed under Recordation No. 13304-A (and Supplement I thereto, Recordation No. 13304-C and Supplement II thereto, Recordation No. 13304-E) sets forth changes in the names of the parties to reflect certain mergers, changes in ownership and changes in corporate names of such parties.

Please do not hesitate to contact the undersigned if there are any questions regarding the above.

Very truly yours,



Dean G. Pawlowic

jf

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Dean Pawlowic
Kutak Rock & Campbell
The Omaha Bldg.
1650 Farnam Street
Omaha, NE 68102

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 12/4/87 at 3:15PM, and assigned recordation number(s) 13304-F & 13304-G

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 13304-F FILE 1425

DEC 4 1987 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

GENERAL AMENDMENT

TO

LEASE OF RAILROAD EQUIPMENT

Between

Inspiration Leasing Inc.
(formerly, Merrill Lynch Leasing Inc.)

as Lessor

and

USI Chemicals Co. Division of National
Distillers & Chemical Corporation (formerly,
Northern Petrochemical Company)

as Lessee

Dated as of October 1, 1987

Previously Filed Under ICC Recordation
Nos. 13304, 13304-B and 13304-D

Filed and recorded with the Interstate Commerce
Commission pursuant to 49 U.S.C. §11303 on
1987 at , Recordation No.

THIS GENERAL AMENDMENT, dated as of October 1, 1987 (the "General Amendment"), is by and among FIRSTIER BANK, N.A., as Agent (the "Agent"), INSPIRATION LEASING INC. (the "Lessor"), USI CHEMICALS CO. DIVISION OF NATIONAL DISTILLERS & CHEMICAL CORPORATION (the "Lessee"), ENRON CORP. (the "Guarantor"), UNITED OF OMAHA LIFE INSURANCE COMPANY (an "Investor"), and WOODMEN OF THE WORLD LIFE INSURANCE SOCIETY (an "Investor"), and amends each of the following agreements (the agreements and instruments identified below are hereinafter referred to, collectively, as the "Original Agreements" and, as amended by this General Amendment, the Original Agreements are hereinafter referred to, collectively, as the "Amended Agreements"):

Participation Agreement, dated as of November 1, 1981, among The Omaha National Bank, as Agent, Merrill Lynch Leasing Inc., as Lessor, Northern Petrochemical Company, as Lessee, Internorth Inc., as Guarantor and United Benefit Life Insurance Company and Woodmen of the World Life Insurance Society as Investors;

Agency Agreement, dated as of November 1, 1981, among The Omaha National Bank, United Benefit Life Insurance Company and Woodmen of the World Life Insurance Society;

Assignment of Purchase Agreements, dated as of November 1, 1981, between Northern Petrochemical Company and Merrill Lynch Leasing Inc.;

Lease of Railroad Equipment, dated as of November 1, 1981, between Merrill Lynch Leasing Inc. and Northern Petrochemical Company, as supplemented by Supplement I to the Lease, dated as of December 3, 1981, and Supplement II to the Lease, dated as of December 21, 1981;

Guaranty Agreement, dated as of November 1, 1981, between Internorth Inc. and Merrill Lynch Leasing Inc.;

Security Agreement, dated as of November 1, 1981, between The Omaha National Bank, as agent and Merrill Lynch Leasing Company Inc., as supplemented by Supplement I to the Security Agreement, dated as of December 3, 1981, and Supplement II to the Security Agreement, dated as of December 21, 1981;

Promissory Notes, dated November 10, 1981, December 3, 1981 and December 21, 1981, from Merrill Lynch Leasing Inc. to The Omaha National Bank, as agent;

Certificates of Interest, dated November 10, 1981, December 3, 1981 and December 21, 1981, from The Omaha National Bank, as agent, to United Benefit Life Insurance Company;

Certificates of Interest, dated November 10, 1981, December 3, 1981 and December 21, 1981, from The Omaha National Bank, as agent, to Woodmen of the World Life Insurance Society.

RECITALS

WHEREAS, certain of the parties to the Original Documents have been the subject of mergers, changes in ownership or changes in corporate names;

WHEREAS, for administrative convenience and to affirm the obligations and rights of the parties hereto with respect to the Original Documents, the parties hereto desire to amend the Original Documents to reflect such mergers and changes;

WHEREAS, all of the parties to the Original Documents are parties hereto;

NOW, THEREFORE, in consideration of the mutual agreements set forth herein and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

Section 1.1. Amendment of Names and Notice of Address.

Wherever in the Original Agreements the former name of any of the parties listed below appears, such former name is amended to read as indicated below under the heading "Current Name." The current address and telephone number of each of the parties is also indicated below, and this General Amendment shall constitute written notice of any change in address for the purposes of any notice provision in the Amended Agreements.

<u>Former Name</u>	<u>Current Name</u>
The Omaha National Bank	FirstTier Bank, N.A. 17th and Farnam Streets Omaha, NE 68102 Attention: Corporate Trust Department Telephone: (402) 348-6356
Merrill Lynch Leasing Inc.	Inspiration Leasing Inc. 250 Park Avenue New York, NY 10177 Attention: President Telephone: (212) 503-3100
Northern Petrochemical Company	USI Chemicals Co. Division of National Distillers & Chemical Corporation 11500 North Lake Drive Post Office Box 429550 Cincinnati, OH 45249 Attention: Manager, Rail Equipment & Service Telephone: (513) 530-6680
Internorth Inc.	Enron Corp. 1400 Smith Street Houston, TX 77002-7369 Attention: Vice President and Treasurer Telephone: (713) 853-6335

United Benefit Life Insurance
Company

United of Omaha Life
Insurance Company
Mutual of Omaha Plaza
Omaha, NE 68175
Attention: Investment
Department
Telephone: (402) 978-2503

(Same as Current Name)

Woodmen of the World Life
Insurance Society
1700 Farnam Street
Omaha, NE 68102
Attention: Investment
Department
Telephone: (402) 271-7231

Section 1.2. Original Agreements in Full Force and Effect as Amended. This General Amendment shall constitute an amendment to each of the Original Agreements and, as so amended, each of the Original Agreements shall remain in full force and effect. All references in any Original Agreement to such Original Agreement or any other Original Agreement shall mean such Original Agreement or other Original Agreement, as the case may be, as amended by this General Amendment.

Section 1.3. Representations and Warranties. Each of the parties hereto represents and warrants to the other parties that:

(a) it has the power to enter into this General Amendment and to consummate the transactions contemplated hereby; and

(b) this General Amendment has been duly authorized, executed and delivered by it and, assuming the due authorization, execution and delivery hereof by the other parties hereto, constitutes a legal, valid and binding obligation of it enforceable against it in accordance with the terms hereof, subject to applicable

bankruptcy, insolvency and similar laws affecting creditors' rights generally, and subject, as to enforceability, to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law).

Section 1.4. Recordation. Promptly after this General Amendment shall have become effective in accordance with Section 1.6 hereof, this General Amendment shall be duly filed with the Interstate Commerce Commission in accordance with 49 U.S.C. §11303.

Section 1.5. Expenses. As contemplated in Section 12(i) of the Participation Agreement, the Lessee agrees to pay all of the costs and expenses incurred by the Agent and the Investors in connection with the preparation, execution and delivery of this General Amendment, including the reasonable fees and disbursements of Kutak Rock & Campbell as special counsel to the Agent. As contemplated in Section 15 of the Lease, the Lessee agrees to pay the reasonable fees and expenses in connection with the recording of this General Amendment with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303.

Section 1.6. Counterparts and Effective Date. This General Amendment may be executed in any number of counterparts, but the counterparts delivered and retained by the Agent shall be deemed to constitute the sole original. Upon receipt by the Agent of counterparts of this General Amendment executed by each party hereto, this General Amendment

will become a binding agreement and shall be deemed to have become effective as of October 1, 1987.

Section 1.7. Law Governing. The terms of this General Amendment shall be governed by the laws of the State of Nebraska; provided, however, that the parties hereto shall be entitled to all rights conferred by 49 U.S.C. §11303 and such additional rights arising out of the filing, recording, registering or depositing, if any, of this General Amendment as shall be conferred by the laws of the several jurisdictions in which this General Amendment shall be filed, recorded, registered or deposited.

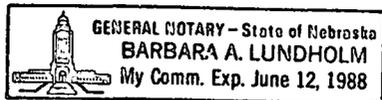
IN WITNESS WHEREOF, the parties hereto have caused this General Amendment to be executed by a duly authorized officer as of October 1, 1987.

FIRSTIER BANK, N.A.

By *Jack B. Wheeler*
Title *V.P.*

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

The foregoing General Amendment was acknowledged before me this *1st* day of *October*, 1987, by *Jack B. Wheeler*, a *Vice President* of FirstTier Bank, N.A., on behalf of the association.



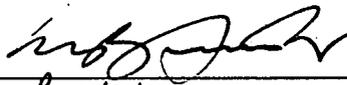
Barbara A. Lundholm
Notary Public

[SEAL]

My Commission expires *6-12-88*.

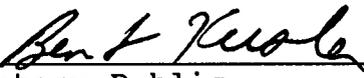
[EXECUTION PAGE TO GENERAL AMENDMENT OF LEASING DOCUMENTS,
DATED AS OF OCTOBER 1, 1987, AMONG FIRSTIER BANK, N.A.,
INSPIRATION LEASING INC., USI CHEMICALS CO. DIVISION OF
NATIONAL DISTILLERS & CHEMICAL CORPORATION, ENRON CORP.,
UNITED OF OMAHA LIFE INSURANCE COMPANY AND WOODMEN OF THE
WORLD LIFE INSURANCE SOCIETY]

INSPIRATION LEASING INC.

By 
Title President

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

The foregoing General Amendment was acknowledged before
me this 23rd day of October, 1987, by
Michael B. Smith, a President
of Inspiration Leasing Inc., on behalf of the corporation.


Notary Public

BEN L. KEISLER
NOTARY PUBLIC, State of New York
No. 4816831
Qualified in Kings County
Commission Expires February 28, 1989

[SEAL]

My Commission expires _____.

[EXECUTION PAGE TO GENERAL AMENDMENT OF LEASING DOCUMENTS, DATED AS OF OCTOBER 1, 1987, AMONG FIRSTIER BANK, N.A., INSPIRATION LEASING INC., USI CHEMICALS CO. DIVISION OF NATIONAL DISTILLERS & CHEMICAL CORPORATION, ENRON CORP., UNITED OF OMAHA LIFE INSURANCE COMPANY AND WOODMEN OF THE WORLD LIFE INSURANCE SOCIETY]

ENRON CORP.

By *D.H. Gullquist* **EAP**
Title Vice President and Treasurer

[SEAL]

Attest: *Elaine Overturf*
Title: Deputy Corporate Secretary

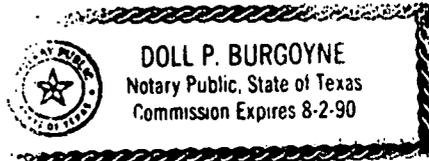
STATE OF TEXAS)
) SS.
COUNTY OF HARRIS)

The foregoing General Amendment was acknowledged before me this 11th day of November, 1987, by D.H. Gullquist, a Vice President and Treasurer and attested by Elaine Overturf, a Deputy Corporate Secretary each of Enron Corp., on behalf of the corporation.

Doll P. Burgoyne
Notary Public

[SEAL]

My Commission expires August 2, 1990



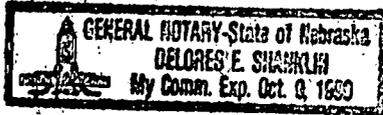
[EXECUTION PAGE TO GENERAL AMENDMENT OF LEASING DOCUMENTS,
DATED AS OF OCTOBER 1, 1987, AMONG FIRSTIER BANK, N.A.,
INSPIRATION LEASING INC., USI CHEMICALS CO. DIVISION OF
NATIONAL DISTILLERS & CHEMICAL CORPORATION, ENRON CORP.,
UNITED OF OMAHA LIFE INSURANCE COMPANY AND WOODMEN OF THE
WORLD LIFE INSURANCE SOCIETY]

UNITED OF OMAHA LIFE INSURANCE
COMPANY

By Richard A. Witt
Title VICE PRESIDENT

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

The foregoing General Amendment was acknowledged before
me this 21 day of October, 1987, by
Richard A. Witt, a Vice President
of United of Omaha Life Insurance Company, on behalf of the
corporation.



Delores E. Shanklin
Notary Public

[SEAL]

My Commission expires 10-9-1990.

