

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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312-558-1000

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
201-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

17189 E
RECORDATION NO. FILED 1425
JUL 12 1991 -12 30 PM

INTERSTATE COMMERCE COMMISSION
1-1991-021

July 11, 1991

17189 D
RECORDATION NO. FILED 1425

JUL 12 1991 -12 30 PM

Ms. Noretta R. McGee
INTERSTATE COMMERCE COMMISSION
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20432

INTERSTATE COMMERCE COMMISSION
17189 E
RECORDATION NO. FILED 1425
JUL 12 1991

JUL 12 1991 -12 30 PM

INTERSTATE COMMERCE COMMISSION

JUL 12 1991
12 29 PM '91

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original and three photostatic copies of each of the three documents described below.

The first document is an Amendment Number Two to Lease ("Amendment to Lease") dated July 8, 1991, between AKZO Salt, Inc. ("Lessee") and GWI Leasing Corporation ("Lessor") relating to a Lease, dated July 1, 1990 and amended as of December 21, 1990 between AKZO Salt, Inc. and GWI Leasing Corporation (the "Lease"), duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on January 7, 1991, under recordation number 17189.

The names and addresses of the parties to the Amendment to Lease are:

Lessee:

AKZO Salt, Inc.
Abington Executive Park
Clarks Summit, Pennsylvania 18411

Lessor:

GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06830

C. Rose & Dodson

Ms. Noretta McGee
July 11, 1991
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A description of the rail cars covered by the Amendment to Lease is set forth on Exhibit A attached thereto.

A check in the amount of \$15.00, payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Amendment to Lease.

The second document is an Amendment to Assignment of Rents (the "Amendment to Assignment"), dated July 8, 1991, between GWI Leasing Corporation ("Assignor") and Deutsche Credit Corporation ("Assignee") relating to an Assignment of Rents, dated December 21, 1990, between GWI Leasing Corporation and Deutsche Credit Corporation (the "Assignment"), duly recorded and filed with the Interstate Commerce Commission, pursuant to 49 U.S.C. Section 11303(a) on January 7, 1991, under Recordation Number 17189A.

The names and addresses of the parties to the Amendment to Assignment are:

Assignor

GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06830

Assignee

Deutsche Credit Corporation
2333 Waukegan Road
Deerfield, Illinois 60015

A check for \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Amendment to Assignment.

The third document is an Acknowledgment and Notice of Assignment dated July 10, 1991 ("Acknowledgment") by AKZO Salt, Inc. The Acknowledgment should be filed after the Amendment to Lease and the Amendment to Assignment of Rents.

The name and address of the party to the Acknowledgment is:

AKZO Salt, Inc.
Abington Executive Park
Clarks Summit, Pennsylvania 18411

Ms. Noretta McGee
July 11, 1991
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Kindly return the the three stamped photostatic copies of the three documents to Kelley W. White, Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

The following is a short summary of the enclosed documents:

1. Document to be Recorded:

Amendment Number Two to Lease dated July 8, 1991, between AKZO Salt, Inc. and GWI Leasing Corporation, covering one hundred (100) 100-ton covered hopper rail cars described on Exhibit A attached thereto.

Primary Document Already Recorded to Which it Relates:

Lease dated July 1, 1990, and amended December 21, 1990, between AKZO Salt, Inc. and GWI Leasing Corporation, covering two hundred (200) used 100-ton covered hopper rail cars described on Addenda I and II as amended, duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on January 7, 1991 under Recordation Number 17189.

2. Document to be Recorded

Amendment to Assignment of Rents, dated July 8, 1991, between GWI Leasing Corporation and Deutsche Credit Corporation, covering the one hundred (100) 100-ton covered hopper rail cars described on Schedule 1 attached thereto.

Document Already Recorded to Which it Relates

Assignment of Rents, dated December 21, 1990, between GWI Leasing Corporation and Deutsche Credit corporation, duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on January 7, 1991, under Recordation Number 17189A.

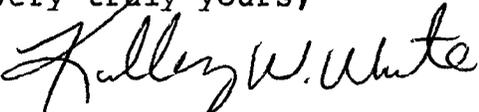
3. Document to be Recorded

Acknowledgment and Notice of Assignment dated July 10, 1991, by AKZO Salt, Inc., acknowledging the Assignment of Rents

Ms. Noretta McGee
July 11, 1991
Page - 4 -

by GWI Leasing Corporation to Deutsche Credit Corporation, as amended on July 8, 1991.

Very truly yours,


Kelley W. White

KWW/ws

Enclosure

cc: Robert W. Kleinman
Susan M. Lichtenfeld

Interstate Commerce Commission
Washington, D.C. 20423

7/12/91

OFFICE OF THE SECRETARY

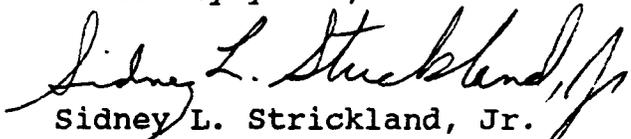
Kelly W. White
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601

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 7/12/91 at 12:30pm, and assigned recordation number(s).

17189-C, 17189-D & 17189-E 17439

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17189-C
RECORDED BY _____ FEB 1992

JUL 12 1991 -12 30 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NUMBER TWO
TO AKZO SALT, INC. LEASE

This Amendment Number Two dated July 8, 1991 is made and entered into by and between AKZO Salt, Inc. ("Lessee") and GWI Leasing Corporation ("Lessor").

WHEREAS, Lessor and Lessee entered into a Lease dated July 1, 1990 ("the Lease") which was subsequently amended on December 21, 1991.

WHEREAS, the Equipment Addendum II to the Lease, as amended contains three groups of cars with the cars numbers in Group I to be determined at a later date.

WHEREAS, Lessor and Lessee desire to execute this Amendment Number TWO to designate the cars in Group I under the Equipment Addendum II of the Lease.

NOW THEREFORE, in consideration of the foregoing mutual premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The following cars set forth on Exhibit A attached hereto are added by Lessee under the Lease and shall be designated under Group I of Equipment Addendum II to the Lease, as amended.

Lessee:
AKZO Salt, Inc.
BY: [Signature]
ITS: VP Distribution GTU

Lessor:
GWI Leasing Corporation
BY: [Signature]
ITS: [Signature]

17189-C
AKSO Lease

Schedule "A"

<u>mark</u>	<u>number</u>	<u>mark</u>	<u>number</u>
1	GWIX 10003	51	GWIX 10100
2	GWIX 10004	52	GWIX 10102
3	GWIX 10006	53	GWIX 10103
4	GWIX 10009	54	GWIX 10104
5	GWIX 10010	55	GWIX 10105
6	GWIX 10017	56	GWIX 10110
7	GWIX 10018	57	GWIX 10111
8	GWIX 10019	58	GWIX 10112
9	GWIX 10021	59	GWIX 10119
10	GWIX 10022	60	GWIX 10120
11	GWIX 10023	61	GWIX 10121
12	GWIX 10024	62	GWIX 10123
13	GWIX 10025	63	GWIX 10124
14	GWIX 10027	64	GWIX 10126
15	GWIX 10030	65	GWIX 10130
16	GWIX 10031	66	GWIX 10131
17	GWIX 10032	67	GWIX 10133
18	GWIX 10034	68	GWIX 10135
19	GWIX 10036	69	GWIX 10138
20	GWIX 10040	70	GWIX 10139
21	GWIX 10041	71	GWIX 10140
22	GWIX 10043	72	GWIX 10142
23	GWIX 10044	73	GWIX 10145
24	GWIX 10045	74	GWIX 10146
25	GWIX 10047	75	GWIX 10147
26	GWIX 10048	76	GWIX 10152
27	GWIX 10049	77	GWIX 10156
28	GWIX 10054	78	GWIX 10157
29	GWIX 10058	79	GWIX 10158
30	GWIX 10060	80	GWIX 10159
31	GWIX 10061	81	GWIX 10162
32	GWIX 10063	82	GWIX 10163
33	GWIX 10065	83	GWIX 10164
34	GWIX 10068	84	GWIX 10166
35	GWIX 10069	85	GWIX 10168
36	GWIX 10070	86	GWIX 10169
37	GWIX 10071	87	GWIX 10171
38	GWIX 10074	88	GWIX 10172
39	GWIX 10077	89	GWIX 10173
40	GWIX 10079	90	GWIX 10177
41	GWIX 10080	91	GWIX 10178
42	GWIX 10082	92	GWIX 10179
43	GWIX 10083	93	GWIX 10181
44	GWIX 10084	94	GWIX 10184
45	GWIX 10088	95	GWIX 10187
46	GWIX 10090	96	GWIX 10190
47	GWIX 10092	97	GWIX 10191
48	GWIX 10093	98	GWIX 10193
49	GWIX 10097	99	GWIX 10195
50	GWIX 10099	100	GWIX 10199

STATE OF CONN.)
COUNTY OF FAIRFIELD)

SS.

On this 8TH day of JULY, 1991, before me personally appeared MARK W. HASTINGS to me personally known, who being by me duly sworn, says that he is the TREAS. of GWI LEASING CORPORATION that said instrument was signed 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.

Roland C. Herwig

(SEAL)

My commission expires:

3/31/1996

STATE OF Pa.)
COUNTY OF Lacka.) SS.

On this 10th day of July, 1991, before me personally appeared Keith R. ... to me personally known, who being by me duly sworn, says that he is the PTM and VP of AKZO SALT, INC. that said instrument was signed 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.

Barbara A. Henshaw

(SEAL)

My commission expires: 9/23/93

NOTARIAL SEAL
BARBARA A. HENSHAW, Notary Public
S. Abington Township, Lackawanna Coun v PA
My Commission Expires Sept. 23, 1993