

RECORDATION NO. 22104-B FILED

MAY 17 '99

10-45 AM

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May 17, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are eight (8) copies of a Statement of New Numbers and Amendment Agreement (Olin Trust 99-A), dated as of May 1, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Trust Indenture previously filed with the Board under Recordation Number 22104.

The names and addresses of the parties to the enclosed document are:

Owner Trustee
and Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Olin Corporation
490 Stuart Road NE
Cleveland, Tennessee 37312

Indenture Trustee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Ken Bartman

Mr. Vernon A. Williams
May 17, 1999
Page 2

The enclosed document sets forth a change in the reporting marks and road numbers for certain units of railroad equipment from SBLX 13000 through SBLX 13023 to OLNX 113016 through OLNX 113039

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MAY 17 '99

10-45 AM

**STATEMENT OF NEW NUMBERS AND AMENDMENT AGREEMENT
(OLIN TRUST 99-A)**

STATEMENT OF NEW NUMBERS AND AMENDMENT AGREEMENT dated as of May 1, 1999, by and among OLIN CORPORATION, a Virginia corporation (hereinafter called the **Lessee**), WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee under the Trust Agreement referred to below (hereinafter, in such capacity, called the **Owner Trustee**), and FIRST SECURITY BANK, NATIONAL ASSOCIATION, a national banking association, as trustee under the Trust Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the **Indenture Trustee**).

Wilmington Trust Company is acting as Owner Trustee pursuant to the Trust Agreement (Olin Trust 99-A) dated as of March 15, 1999, with Transamerica Equipment Financial Services Corporation.

The Owner Trustee and the Lessee are parties to the Equipment Lease (Olin Trust 99-A) dated as of March 15, 1999, and certain supplements thereto (hereinafter collectively called the **Lease**), covering certain units of railroad equipment.

Memoranda of the Lease have been recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on April 12, 1999, and assigned recordation number 22104, and deposited with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act on April 13, 1999.

The Owner Trustee and the Indenture Trustee are parties to the Trust Indenture and Security Agreement (Olin Trust 99-A) dated as of March 15, 1999, and certain supplements thereto (hereinafter collectively called the **Indenture**), covering the Lease and the units of railroad equipment covered thereby.

Memoranda of the Indenture have been recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on April 12, 1999, and assigned recordation number 22104-A, and deposited with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act on April 13, 1999.

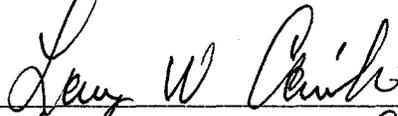
The parties hereto agree that the unit of railroad equipment identified by the reporting marks "SBLX" and the road number "13024" was not intended to be included in the units of railroad

equipment covered by the Lease and the Indenture, and the Owner Trustee and the Indenture Trustee hereby release any and all claim or interest in such unit.

The parties hereto agree that reporting marks and road numbers of the 24 units of railroad equipment listed in Schedule A hereto in the column headed "Original Marks" shall be changed to the corresponding reporting marks and road numbers in the column headed "New Marks," and that all references to such units of railroad equipment in the Lease and the Indenture shall mean and refer to the units of railroad equipment identified with such new reporting marks and road numbers. The Owner Trustee and the Indenture Trustee hereby release any and all claim or interest in any units of railroad equipment identified by the reporting marks and road numbers in the column headed "Original Marks."

OLIN CORPORATION

By



AS AGENT OF OLIN CORPORATION

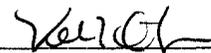
WILMINGTON TRUST COMPANY, not in its individual capacity by solely as Owner Trustee, as aforesaid,

By



FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity by solely as Indenture Trustee, as aforesaid,

By



STATE OF TENNESSEE)
)
COUNTY OF BRADLEY)

SS.: _____

On this 10th day of May, 1999, before me personally appeared Larry W. Carriker, to me personally known, who, by me being duly sworn, says that he is agent for OLIN CORPORATION, and that the foregoing 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.

Marilyn Elkins
Notary Public

My commission expires August 18, 2002.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

SS.: _____

On this 13th day of May, 1999, before me personally appeared Monica Henry, to me personally known, who, by me being duly sworn, says that she is Account Manager of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said trust company 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.

Thad Henry
Notary ~~THAD HENRY~~

My commission expires _____

NOTARY PUBLIC-DELAWARE

My Commission Expires March 4, 2003.

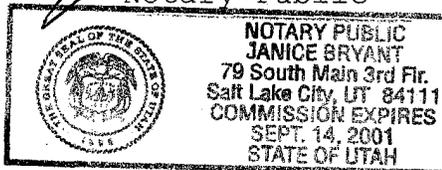
STATE OF UTAH)
)
COUNTY OF SALT LAKE)

SS.: _____

On this 12th day of May, 1999, before me personally appeared Val T. Orton, to me personally known, who, by me being duly sworn, says that he is Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association 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 association.

Janice Bryant
Notary Public

My commission expires _____



SCHEDULE A

ORIGINAL MARKS

SBLX 13000
SBLX 13001
SBLX 13002
SBLX 13003
SBLX 13004
SBLX 13005
SBLX 13006
SBLX 13007
SBLX 13008
SBLX 13009
SBLX 13010
SBLX 13011
SBLX 13012
SBLX 13013
SBLX 13014
SBLX 13015
SBLX 13016
SBLX 13017
SBLX 13018
SBLX 13019
SBLX 13020
SBLX 13021
SBLX 13022
SBLX 13023

NEW MARKS

OLNX 113024
OLNX 113025
OLNX 113026
OLNX 113027
OLNX 113028
OLNX 113029
OLNX 113030
OLNX 113031
OLNX 113032
OLNX 113033
OLNX 113034
OLNX 113035
OLNX 113036
OLNX 113037
OLNX 113038
OLNX 113039
OLNX 113016
OLNX 113017
OLNX 113018
OLNX 113019
OLNX 113020
OLNX 113021
OLNX 113022
OLNX 113023