

Counter parts - 1 - 1

RECORDATION NO. 20981-H FILED

NOV 10 '97 1-15 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

RECORDATION NO. 18847-K FILED

NOV 10 '97

1-15 AM

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

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URSULA A. LESTER

NOV 10 1 14 PM '97

RECEIVED
SURFACE TRANSPORTATION BOARD

November 10, 1997

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 four (4) copies of a Memorandum of Supplement No. 1 to Trust Indenture and Security Agreement, dated as of November 6, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement filed with the Board under Recordation Number 20981. *and 18847.*

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

Grantor: Wilmington Trust Company, as Owner Trustee
under PBG Equipment Trust Agreement
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is:

seventy-five (75) railcars bearing reporting marks and road numbers
BORX 500001 through BORX 500075

Mr. Vernon A. Williams
November 10, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Counter parts - JWH

RECORDATION NO. 20981-A FILED

NOV 10 '97 1-15 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

RECORDATION NO. 18847-K FILED

20006-2973
(202) 393-2266
FAX (202) 393-2156

NOV 10 '97 1-15 AM
OF COUNSEL
WILLIAM A. LESTER

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

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SURFACE TRANSPORTATION
BOARD

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Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 8847-15 FILED
NOV 10 '97 1-15 AM

RECORDATION NO. 20981-A FILED
NOV 10 '97 1-15 PM

**MEMORANDUM OF SUPPLEMENT NO. 1 TO TRUST INDENTURE
AND SECURITY AGREEMENT**

Memorandum of Supplement No. 1 to Trust Indenture and Security Agreement, made and entered into as of November 6, 1997, between WILMINGTON TRUST COMPANY, Grantor, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement, dated as of November 1, 1997, and THE FIRST NATIONAL BANK OF CHICAGO, Indenture Trustee.

WITNESSETH:

The undersigned have entered into Supplement No. 1 to that certain Trust Indenture and Security Agreement (the "Trust Indenture"), dated as of November 1, 1997, by which the Grantor has granted a security interest in certain railcars bearing reporting marks and road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Grantor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereunto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

By _____
Name: **JAMES P. LAWLER**
Title: **Vice President**

THE FIRST NATIONAL BANK OF CHICAGO

By _____
Name:
Title:

**MEMORANDUM OF SUPPLEMENT NO. 1 TO TRUST INDENTURE
AND SECURITY AGREEMENT**

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WITNESSETH:

The undersigned have entered into Supplement No. 1 to that certain Trust Indenture and Security Agreement (the "Trust Indenture"), dated as of November 1, 1997, by which the Grantor has granted a security interest in certain railcars bearing reporting marks and road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Grantor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereunto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

By _____
Name:
Title:

THE FIRST NATIONAL BANK OF CHICAGO

By Mark J. Frye
Name: MARK J. FRYE
Title: Assistant Vice President

STATE OF Delaware)
) ss:
COUNTY OF New Castle)

On this 22 day of November, 1997, before me personally appeared ~~James P. Lawler~~, to me personally known, who, being by me duly sworn, did say that he/she is a VICE PRESIDENT of Wilmington Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation


NOTARY PUBLIC

My commission expires:

KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires October 31, 1998

STATE OF _____)
) ss:
COUNTY OF _____)

On this _____ day of November, 1997, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he/she is a _____ of The First National Bank of Chicago, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My commission expires:

STATE OF _____)
) ss:
COUNTY OF _____)

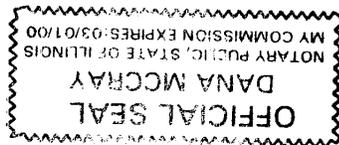
On this ____ day of November, 1997, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he/she is a _____ of Wilmington Trust Company, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation

NOTARY PUBLIC

My commission expires:

STATE OF Illinois)
) ss:
COUNTY OF Cook)

On this 7th day of November, 1997, before me personally appeared MARK J. ERYE, to me personally known, who, being by me duly sworn, did say that he/she is a Assistant Vice President of The First National Bank of Chicago, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.



Dana McCray
NOTARY PUBLIC

My commission expires:



LEASE SCHEDULE

Master Equipment
Lease Agreement No.: 7715964 Account Billing No.: _____

Master Equipment
Lease Agreement Date: June 6, 1994 Exhibit A

Recordation Number 18847-F

Lease Schedule No.: 807

Lease Schedule Date: December 31, 1995 7 year class recovery property

Between PITNEY BOWES CREDIT CORPORATION Lessor and U.S. BORAX INC. (Lessee.)

1. Equipment Description

Seventy-Five (75) New 1995 111 Ton 5,191 Cubic Foot Capacity Covered Triple Hopper Railcars, manufactured in 1995 by Trinity Industries, Inc. and bearing the following reporting marks: BORX 500001 through and including 500075, together with all attachments, accessories, accessions and substitutions thereto.

2. Delivery Location

The above Equipment is to be located and delivered to Lessee's premises at U.S. Borax, Mining and Processing Plant, Boron, CA 93516.

3. Billing Address

26877 Tourney Road, Valencia, CA 91380

4. Original Rental Term

One Hundred Ninety-Two (192) Months. Payable Monthly in Advance.

5. Aggregate Rental For Original Rental Term

\$5,775,634.56 Payable as follows:

Rental Payment of \$30,081.43, plus interim rent, plus applicable Sales/Use Tax.

This first Rental Payment of \$30,081.43, plus applicable Sales/Use Tax is due on December 31, 1995.

6. Number and Amount of Advance Rental Payments

Number: One (1) Amount: \$30,081.43, plus applicable Sales/Use Tax.

7. Renewal Option Fair Market Value (FMV)
8. Purchase Option Fair Market Value (FMV)
9. Minimum Liability Insurance Coverage to be carried by Lessee per section 12(A) of the Master Equipment Lease Agreement is \$ 5 million per occurrence.
10. THIS SCHEDULE AND ITS TERMS AND CONDITIONS ARE HEREBY INCORPORATED BY REFERENCE IN THE ABOVE MASTER EQUIPMENT LEASE AGREEMENT. LESSEE PERMITS LESSOR TO INSERT MODEL AND SERIAL NUMBERS OF EQUIPMENT WHEN DETERMINED BY LESSOR. LESSEE REPRESENTS AND WARRANTS THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN ITS BUSINESS OR FINANCIAL CONDITION SINCE THE DATE SET FORTH IN SECTION 2 OF THE LEASE.

Accepted by:

PITNEY BOWES CREDIT CORPORATION
(Lessor)

U.S. BORAX INC.
(Lessee)

Name: Russell D. Pipe

Name: [Signature]

Title: Region Credit Manager

Title: President

Date: 12/31/95

Date: December 31, 1995