

FULBRIGHT & JAWORSKI  
L.L.P.

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JAY OLMSTEAD  
PARTNER

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A REGISTERED LIMITED LIABILITY PARTNERSHIP  
1301 MCKINNEY, SUITE 5100  
HOUSTON, TEXAS 77010-3095

HOUSTON  
WASHINGTON, D.C.  
AUSTIN  
SAN ANTONIO  
DALLAS  
NEW YORK  
LOS ANGELES  
LONDON  
HONG KONG

July 16, 1998

RECORDATION NO. 18855-*Jg/K* FILED

Re: Solvay Minerals Equipment Trust 1994:  
Secondary Documents for Recordation  
at the Surface Transportation Board

JUL 16 '98

1-25 PM

Surface Transportation Board  
1925 K Street N.W., Suite 700  
Washington, D.C. 20423

Dear Sirs:

Pursuant to the provisions of 49 U.S.C. § 11301 and 49 C.F.R. Part 1177, enclosed please find two originals and one copy of each of the secondary documents described below for recordation at the Surface Transportation Board.

Solvay Minerals Equipment Trust 1994 (Primary Document No. 18855):

- (i) Secondary Document - Lease Supplement No. 3 dated as of June 19, 1998.

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

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Lessee: Solvay Minerals, Inc.  
3333 Richmond Avenue  
Houston, Texas 77098

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

Supplement to Equipment Lease Agreement between  
Wilmington Trust Company, as lessor, and Solvay  
Minerals, Inc., as lessee, dated as of June 1, 1994.

*Counterparts - Phil K.*

*Jul 16 1 25 PM*  
SURFACE TRANSPORTATION BOARD

Surface Transportation Board  
July 16, 1998  
Page 2

- (ii) Secondary Document - Indenture Supplement No. 3 dated as of June 19, 1998.

The name and address of the party to this document are:

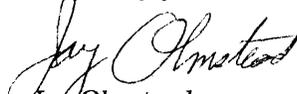
Indenture Trustee: State Street Bank and Trust Company  
(successor to Fleet National Bank, formerly known as Fleet National Bank of Connecticut, formerly known as Shawmut Bank Connecticut, National Association)  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103

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

Supplement to Trust Indenture and Security Agreement between Wilmington Trust Company, as owner trustee, and State Street Bank and Trust Company, as indenture trustee, dated as of June 1, 1994.

Please stamp and return the additional copy provided. Should you have any questions or require further information, please do not hesitate to contact me at (713) 651-5660.

Very truly yours,

  
Jay Olmstead

Enclosures  
Via Hand Delivery

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

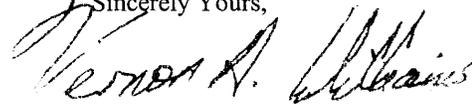
OFFICE OF THE SECRETARY

DATE:7/16/98

Jay Olmstead  
Fulbright & Jaworski LLP  
1301 McKinney, ste. 5100  
Houston, Texas 77010-3095  
Dear

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 7/16/98 at 1:25PM ✓, and  
assigned recordation number(s).(corrected to show- 18855-J , 18855-K, in lieu of  
18855-E, 18855-F; and 19833-F and 19833-G.

Sincerely Yours,

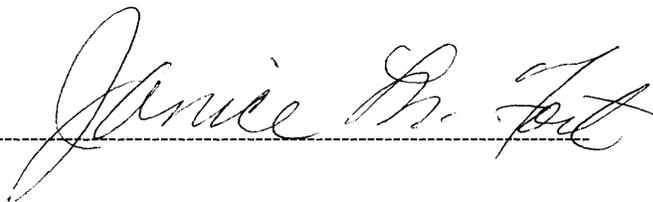


Vernon A. Williams

Enclosure(s)  
104.00

\$-----The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.

Signature-----



RECORDATION NO. 18855-9  
FILED  
JUL 16 '98 1-25 PM

LEASE SUPPLEMENT NO. 3

(Solvay Minerals Equipment Trust 1994)

Dated as of June 19, 1998

Between

**WILMINGTON TRUST COMPANY,**

not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of June 1, 1994, between the Owner Participant and Wilmington Trust Company in its individual capacity

Lessor,

and

**SOLVAY MINERALS, INC.,**

Lessee

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FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT TO 49.U.S.C. § 11301 ON JULY \_\_\_\_, 1998, AT \_\_\_\_\_. M. RECORDATION NUMBER: \_\_\_\_\_ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON JULY \_\_\_\_, AT \_\_\_\_\_.M.

LEASE SUPPLEMENT NO. 3

(Solvay Minerals Equipment Trust 1994)

This LEASE SUPPLEMENT NO. 3, dated as of June 19, 1998, is entered into between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof (the "Owner Trustee"), and Solvay Minerals, Inc., a Delaware corporation.

A. The Lessor and the Lessee have heretofore entered into the Lease to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes set forth in Section 28(c) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of June 1, 1994, among Solvay Minerals, Inc., Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. On April 28, 1998, the equipment described in Schedule I to the Lease Supplement (the "Lost Equipment") was destroyed in a train derailment in Nampa, Idaho. Lessor acknowledges that, pursuant to Section 28(a)(i) of the Lease, Lessee has paid the amount of \$118,008.22 as the Stipulated Loss Value of the Lost Equipment and fulfilled its SLV Obligations.

3. Lessor and Lessee agree that:

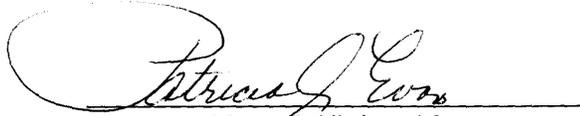
- (i) all right, title and interest of Lessor in and to the Items of Lost Equipment is hereby assigned, sold and transferred to Lessee (subject, in all respects, to the provisions of the Bill of Sale of even date herewith with respect to the Lost Equipment);
- (ii) the items of Lost Equipment are released and discharged from the provisions of the Lease; and



[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF DELAWARE §  
COUNTY OF NEWCASTLE §

On this 6<sup>th</sup> day of July, 1998, before me personally appeared Ronald J. Macklela to me known, who, being by me duly sworn, did depose and say that he resides at No. in Wilm. De; that he is a A.V.P. of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.



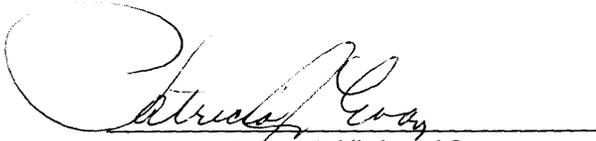
Notary Public in and for  
the State of Delaware

My Commission Expires: **PATRICIA A. EVANS**  
**NOTARY PUBLIC - DELAWARE**  
**MY COMMISSION EXPIRES APR. 20, 1999**

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF DELAWARE §  
COUNTY OF NEWCASTLE §

On this 6<sup>th</sup> day of July, 1998, before me personally appeared Ronald J. Macklela of WILMINGTON TRUST COMPANY (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on May 21, 1998 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



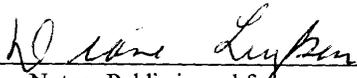
Notary Public in and for  
the State of Delaware

My Commission Expires: **PATRICIA A. EVANS**  
**NOTARY PUBLIC - DELAWARE**  
**MY COMMISSION EXPIRES APR. 20, 1999**

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

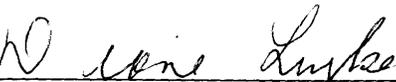
This instrument was acknowledged before me on July 2, 1998, by Stephen D. Kovar, Vice President of SOLVAY MINERALS, INC., a Delaware corporation.

  
\_\_\_\_\_  
Notary Public in and for  
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

On this 2 day of July, 1998, before me personally appeared Stephen D. Kovar, to me personally known, being by me duly sworn, says that he is the Vice President of SOLVAY MINERALS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on July 2, 1998, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

  
\_\_\_\_\_  
Notary Public in and for  
the State of Texas

SCHEDULE I

to

LEASE SUPPLEMENT NO. 3

(Solvay Minerals Equipment Trust 1994)

Description of the Lost Equipment:

2 Center Flow® covered hopper rail cars of 4,650 cubic foot capacity initialed SMNX and numbered 202 and 273, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.