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2-366A001

December 31, 1992

RECORDATION NO. 18046-A FILED 12/31/92

Recordation No. 18046-A

DEC 31 1992 9:15 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of NationsBanc Leasing Corporation of North Carolina, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Lease Supplement and Acceptance Certificate ("Supplement") dated December 30, 1992.

The parties to the enclosed Supplement are:

NationsBanc Leasing Corporation - LESSOR

of North Carolina

NationsBank Corporate Center

100 North Tryon Street

12th Floor

Charlotte, North Carolina 28255-0001

Georgia Gulf Corporation - LESSEE

P.O. Box 629

Plaquemine, Louisiana 70765

The said Supplement covers, among other things, the delivery to and acceptance by the Lessee, and the leasing by the Lessor to the Lessee of those certain covered hopper cars described therein. The Supplement relates to that certain Master Equipment Lease Agreement made December 18, 1992 and recorded with the Interstate Commerce Commission on December 18, 1992 under Recordation No. 18046 and should be recorded under the next available letter under Recordation No. 18046 which we believe is -A.

The units of equipment covered by the Supplement are 17 covered hopper cars as identified in Annex A attached thereto and hereto.

Christina A. H. [Signature]

RECORDED
12/31/92
76 JAN 20 1993

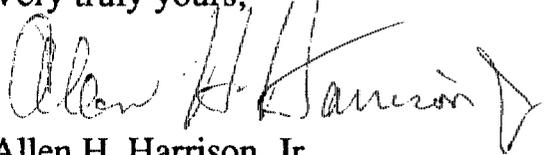
A short summary of the document to appear in the ICC Index is as follows:

“Delivery, acceptance and lease of 17 GGCX Covered Hopper Cars.”

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the document not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for the purpose of this
filing for NationsBanc Leasing
Corporation of North Carolina*

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

8357-020

ANNEX A

Seventeen (17) 100 Ton, Model 5711C covered hopper cars manufactured by ACF Industries, Inc. with the following serial numbers:

GGCX 1061
GGCX 1082
GGCX 1083
GGCX 1084
GGCX 1087
GGCX 1095
GGCX 1100
GGCX 1102
GGCX 1105
GGCX 1106
GGCX 1107
GGCX 1114
GGCX 1116
GGCX 1118
GGCX 1122
GGCX 1127
GGCX 1129

DEC 31 1992-9 15 PM

INTERNATIONAL COMMERCE COMMISSION

LEASE SUPPLEMENT AND ACCEPTANCE CERTIFICATE

This Lease Supplement and Acceptance Certificate is dated December 30, 1992 and is executed by NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA, a North Carolina corporation ("Lessor"), and GEORGIA GULF CORPORATION, a Delaware corporation ("Lessee"), pursuant to Section 4 of the Equipment Lease Agreement, dated as of December 18, 1992 between Lessee and Lessor (the "Agreement"). All capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Agreement.

Lessee hereby acknowledges and agrees that the equipment specified on Annex A to this Lease Supplement and Acceptance Certificate (the "Equipment") has been delivered to Lessee on the date hereof at the delivery place described below, and that, as between Lessor and Lessee, the Equipment (a) has been inspected to the complete satisfaction of Lessee, (b) is in good operating order, repair and condition, (c) is of a size, design, capacity and manufacture selected by Lessee, (d) is suitable for Lessee's purposes, (e) has been unconditionally accepted by Lessee on the date hereof, for all purposes of the Agreement, and (f) is subject to all of the terms, conditions and provisions of the Agreement. Lessee further acknowledges, agrees and certifies that Lessor has made no warranty, express or implied, with respect to the Equipment and that the insurance policies, certificates or other documents evidencing the coverages required under the Agreement have been delivered to Lessor.

Lessee hereby leases from Lessor the Equipment upon and subject to all of the terms, conditions and provisions of the Agreement, and Lessor and Lessee further agree and state as follows:

1. Delivery Place for the Equipment: Huntington, West Virginia.
2. The Acquisition Cost is \$872,121.25.
3. The Basic Term for the Equipment commences on the Final Acceptance Date and ends on the date one hundred and eighty (180) consecutive calendar months from and including the Final Acceptance Date, both dates inclusive, unless sooner terminated in accordance with the provisions of the Agreement. The Renewal Term (if any) for the Equipment shall commence on the Basic Term Expiration Date and end on the date sixty (60) consecutive calendar months from and including the Basic Term Expiration Date, both dates inclusive, unless sooner terminated in accordance with the provisions of the Agreement.
4. The Basic Payment for the Equipment for each monthly period of (a) the Basic Term is in an amount equal to the Basic Payment Factor multiplied by the Acquisition Cost and (b) the Renewal

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement and Acceptance Certificate to be executed by their duly authorized representatives as of the date first above written.

NATIONSBANC LEASING CORPORATION OF
NORTH CAROLINA

By: James T. Shamp
Name: JAMES T. SHAMP
Title: Senior Vice President

ATTEST:

By: Rosena C. Foushee
Name: ROSENA C. FOUSHEE
Title: Assistant Secretary

(Corporate Seal)

GEORGIA GULF CORPORATION

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____ Secretary

(Corporate Seal)

COUNTERPART NO. _____ OF _____ SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Martha Jane Swetka, a Notary Public of the County and State aforesaid, certify that Rowena C. Foushee personally came before me this day and acknowledged that (s)he is Assistant Secretary of NationsBanc Leasing Corporation of North Carolina, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Senior Vice President, sealed with its corporate seal and attested by Rowena C. Foushee as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 29th day of December, 1992.


Notary Public

My Commission Expires:
14 March 1993

(Notary Public)

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement and Acceptance Certificate to be executed by their duly authorized representatives as of the date first above written.

NATIONSBANC LEASING CORPORATION OF
NORTH CAROLINA

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____ Secretary

(Corporate Seal)

GEORGIA GULF CORPORATION

By: Richard B. Marchese
Name: Richard B. Marchese
Title: Vice President - Finance
Chief Financial Officer

ATTEST:

By: Joel I. Beerman
Name: JOEL I. BEERMAN
Title: ASSISTANT Secretary

(Corporate Seal)

COUNTERPART NO. _____ OF _____ SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF GEORGIA

COUNTY OF DEKALB

I, Lynn Normand, a Notary Public of the County and State aforesaid, certify that Joel I. Beerman personally came before me this day and acknowledged that (s)he is Assistant Secretary of Georgia Gulf Corp., a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by Joel I. Beerman as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 29th day of December, 1992.

Lynn Normand
Notary Public

My Commission Expires:
Notary Public, Gwinnett County, Georgia
My Commission Expires April 18, 1995

(Notary Public)

ANNEX A

Seventeen (17) 100 Ton, Model 5711C covered hopper cars manufactured by ACF Industries, Inc. with the following serial numbers:

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GGCX 1084
GGCX 1087
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