

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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3-015A001

January 15, 1993

Recordation No. 18046-B

18046-B

JAN 15 1993 9:15 AM

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 January 15, 1993.

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

JAN 15 9 15 AM  
POST OFFICE BOX 629  
PLAQUEMINE LA 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 -B.

The units of equipment covered by the Supplement are 62 covered hopper cars as identified in Annex A attached thereto and hereto.

*C. Anderson*

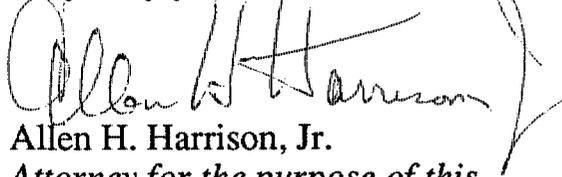
A short summary of the document to appear in the ICC Index is as follows:

“Delivery, acceptance and lease of 62 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

Sixty-Two (62) 100 Ton, Model 5711C covered hopper cars  
manufactured by ACF Industries, Inc. with the following serial  
numbers:

GGCX 1067	GGCX 1132
GGCX 1069	GGCX 1133
GGCX 1070	GGCX 1134
GGCX 1078	GGCX 1135
GGCX 1079	GGCX 1138
GGCX 1080	GGCX 1139
GGCX 1086	GGCX 1141
GGCX 1088	GGCX 1142
GGCX 1090	GGCX 1143
GGCX 1092	GGCX 1144
GGCX 1094	GGCX 1146
GGCX 1096	GGCX 1147
GGCX 1097	GGCX 1151
GGCX 1098	GGCX 1154
GGCX 1099	GGCX 1156
GGCX 1101	GGCX 1157
GGCX 1104	GGCX 1158
GGCX 1108	GGCX 1162
GGCX 1110	GGCX 1163
GGCX 1113	GGCX 1164
GGCX 1115	GGCX 1166
GGCX 1117	GGCX 1167
GGCX 1119	GGCX 1168
GGCX 1120	GGCX 1170
GGCX 1121	GGCX 1173
GGCX 1123	GGCX 1174
GGCX 1124	GGCX 1175
GGCX 1125	GGCX 1176
GGCX 1126	GGCX 1179
GGCX 1128	GGCX 1180
GGCX 1130	GGCX 1181

Interstate Commerce Commission  
Washington, D.C. 20423

1/15/93

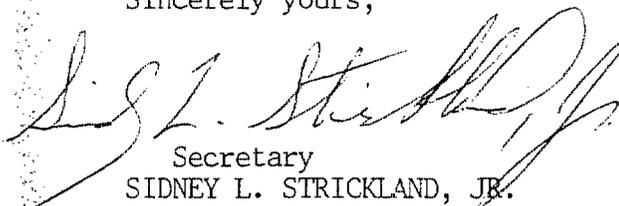
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr  
Donelan, Cleary, Wood & Maser  
1275 K St. N.W. Suite 850  
Washington, D.C. 20005

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 / 1/15/93 at 9:15am, and assigned recordation number(s). 18046-B

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

10  
2/16/93

18046-B  
JAN 15 1993 9:29 AM  
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT AND ACCEPTANCE CERTIFICATE

This Lease Supplement and Acceptance Certificate is dated January 15, 1993 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 \$3,180,677.50.
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

Term (if any) is in an amount equal to the Fair Market Rental Value determined as of the Basic Term Expiration Date.

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. Shuff  
Name: JAMES T. SHUFF, JR  
Title: Senior Vice President

ATTEST:

By: Joan Y. Brown  
Name: Joan Y. Brown  
Title: Asst. Secretary

(Corporate Seal)

GEORGIA GULF CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_ 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 NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Martha Jane Swetka, a Notary Public of the County and State aforesaid, certify that Joan Y. Brown 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 Joan Y. Brown as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of January, 1993.

Martha Jane Swetka  
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 *RB*  
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 \_\_\_\_\_ 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 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 Corporation, 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 15th day of January, 1993.

Lynn Normand  
Notary Public

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

(Notary Public)

Annex A

Sixty-Two (62) 100 Ton, Model 5711C covered hopper cars  
manufactured by ACF Industries, Inc. with the following serial  
numbers:

GGCX 1067	GGCX 1132
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