

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

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D. C. 20005-40

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RECORDATION NO. 18046-C FILED 1426

JAN 29 1993 9-05 AM

January 29, 1993

INTERSTATE COMMERCE COMMISSION

Recordation No. 18046-C

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 29, 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

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 -C.

The units of equipment covered by the Supplement are 45 covered hopper cars as identified in Annex A attached thereto and hereto.

Handwritten signature: O. Cantelano

Vertical stamp: JAN 29 1993 9-05 AM INTERSTATE COMMERCE COMMISSION

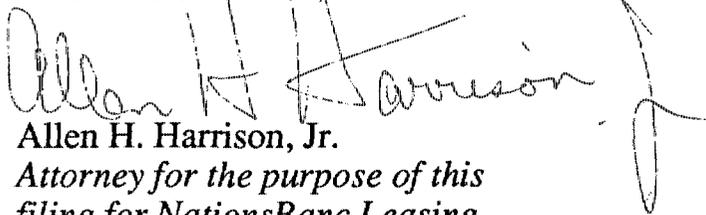
A short summary of the document to appear in the ICC Index is as follows:

“Delivery, acceptance and lease of 45 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,

A handwritten signature in cursive script that reads "Allen H. Harrison, Jr." with a long, sweeping flourish extending to the right.

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

Forty-five (45) 100 Ton, Model 5711C covered hopper cars
manufactured by ACF Industries, Inc. with the following serial
numbers:

GGCX 1062	GGCX 1136
GGCX 1063	GGCX 1137
GGCX 1064	GGCX 1140
GGCX 1065	GGCX 1145
GGCX 1066	GGCX 1148
GGCX 1068	GGCX 1149
GGCX 1071	GGCX 1150
GGCX 1072	GGCX 1152
GGCX 1073	GGCX 1153
GGCX 1074	GGCX 1155
GGCX 1075	GGCX 1159
GGCX 1076	GGCX 1160
GGCX 1077	GGCX 1161
GGCX 1081	GGCX 1165
GGCX 1085	GGCX 1169
GGCX 1089	GGCX 1171
GGCX 1091	GGCX 1172
GGCX 1093	GGCX 1177
GGCX 1103	GGCX 1178
GGCX 1109	GGCX 1182
GGCX 1111	GGCX 1183
GGCX 1112	GGCX 1184
GGCX 1131	

Interstate Commerce Commission

Washington, D.C. 20423

1/29/93

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.

Donelan, Cleary, Wood & Maser

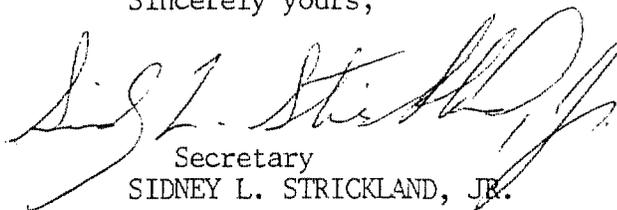
1275 K St. N.W. Suite 850

Washington, D.C. 20005-4078

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 **1/29/93** at **9:05am**, and assigned recordation number(s). **18046-C**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

JAN 29 1993 9-05 AM

LEASE SUPPLEMENT AND ACCEPTANCE CERTIFICATE

INTERSTATE COMMERCE COMMISSION

This Lease Supplement and Acceptance Certificate is dated January 29, 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 \$2,327,056.25.
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

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: M. Randall Ross
Name: M. Randall Ross
Title: Vice President

ATTEST:

By: Rowena C. Forshee
Name: ROWENA C. FORSHEE
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.

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 - Chief Financial Officer

ATTEST:

By: Joel I. Beerman
Name: Joel I. Beerman
Title: Assistant Secretary

(Corporate Seal)

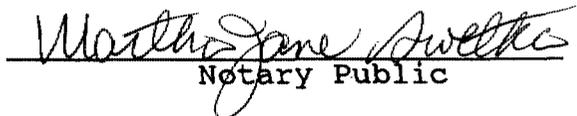
COUNTERPART NO. _____ OF _____ SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN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

STATE OF 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 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 27th day of January, 1993.


Notary Public

My Commission Expires:
14 March 1993

(Notary Public)

STATE OF GEORGIA

COUNTY OF DEKALB

I, LYNN NORMAND, a Notary Public of the County and State aforesaid, certify that JOEL I. BEERMA personally came before me this day and acknowledged that ~~(s)~~ he is Assistant Secretary of Georgia Gulf Corporation 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 January, 1993.

Lynn Normand
Notary Public

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

Annex A

Forty-five (45) 100 Ton, Model 5711C covered hopper cars
manufactured by ACF Industries, Inc. with the following serial
numbers:

GGCX 1062	GGCX 1136
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GGCX 1074	GGCX 1155
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