0-184A015

#15

NSCC no.

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

ROBERT W ALVORD+
CHARLES T KAPPLER
JOHN H DOYLE#
RICHARD N BAGENSTOS
JAMES C MARTIN JR#

+ALSO ADMITTED IN NEW YORK
#ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N W
WASHINGTON, D.C.
20006-2973
(202) 393-2266

OF COUNSEL
URBAN A LESTER

CABLE ADDRESS
ALVORD

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

16921

RECORDATION NO _____ FILED 1425

JUL 3 1990 9 40 AM

INTERSTATE COMMERCE COMMISSION

JUL 3 9 32 AM '90

July 3, 1990

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged original copies of a Memorandum of Security Agreement dated as of June 29, 1990, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Debtor: Western Farm Service, Inc.
Ind/Ag Chemicals, Inc.
3075 Citrus Center, Suite 195
Walnut Creek, California 94598

Secured Party: Sanwa Business Credit Corporation
One South Wacker Drive
39th Floor
Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of $15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Counterpart C.T. Kappler

A short summary of the enclosed primary document to appear in the Commission's Index:

> Memorandum of Security Agreement dated as of June 29, 1990 between Western Farm Service, Inc. and Ind/Ag Chemicals, Inc., Debtor, and Sanwa Business Business Credit Corporation, Secured Party, covering tank and covered hopper railcars.

Very truly yours,

Charles T. Kappler

CTK/bg
Enclosures

SNFX - COVERED HOPPER CARS
CAPACITY 4650CF
GRAVITY UNLDG

CAR NUMBER	LINING	YEAR	WEIGHT(LBS)	PAINT
- 4600	7122 8609	65	66,700	8207
4601	7122 8912	65	66,800	8912
4602	7122 8604	65	66,900	8008
4603	7122 8803	65	66,800	7609
4604	7122 8604	65	66,700	8102
4605	7122 8911	65	67,400	8911
4606	7122 8801	65	67,300	8801
4607	POLC 8403(2)	65	67,100	8403
4608	7122 8604	65	67,400	8103
4609	7122 8704	65	67,300	8704
4610	7122 8604	66	65,300	8011
4611	7122 8910	66	65,300	8910
4612	7122 8902	66	65,100	8212
4613	7122 8912	66	66,100	8306
4614	7122 8905	66	65,600	8211
4615	7122 8903	66	65,500	8903
4616	7122 8509	66	65,400	8007
4617	7122 8903	66	65,800	8903
4618	7122 8603	66	65,400	7705
4619	7122 8508	66	65,300	6808
4620	7122 8704	66	65,400	8007
4621	7122 8802	66	65,600	8802
4622	7122 8704	66	65,600	8007
4623	7122 8008(1)	66	65,800	8008
4624	7122 8912	66	65,900	8912

(1) PATCHED 86--
(2) PATCHED 8907

A:HOP.CARS
02 05 90

Purchased directly from manufacturer (ACFX). May have been leased for a year or less.

EXHIBIT A

① 50EX until about 1990

SNHX - NH3 TANK CARS
33M GAL DOT 112S340W - 22

CAR NUMBER	CAPACITY(GAL)	YEAR	WEIGHT(LBS)	PAINT	TT	VT
3001	32,889	63	99,900	8012	8191	8691
3021	33,353	64	93,000	8812	8494	8893
3041	33,573	66	94,000	8802	8898	8893
3042	33,577	66	93,200	8512	8595	8994
3056	33,539	66	92,200	8602	8999	8994
3087	33,825	66	91,000	8007	8595	8893
3090	33,609	66	92,300	8201	8696	8691
3096	33,644	66	91,400	8002	8696	8691
3104	33,633	66	93,200	8604	8696	9095
3105	33,585	66	91,500	7610	8292	8893
3106	33,594	66	91,000	7609	8797	8792
3107	33,590	66	91,600	8007	8595	8893
3121	33,601	66	94,300	8601	8696	8994
3122	33,559	66	92,600	8702	8797	8792
3127	33,637	66	92,000	8701	8797	8792
3137	33,697	66	93,600	8702	8797	8792
3153	33,630	68	86,000	8803	8898	8893
3169	33,680	68	85,800	8008	9000	9095
3208	33,986	69	87,900	8104	8191	8691
3285	33,663	69	85,500	8510	9000	9095
3291	33,649	69	87,600	6905	8191	8792
3293	33,677	69	87,200	8110	9000	9095

Some may have been leased (now) by Shell before purchase

A:NH3.CARS
04 11 90

EXHIBIT A

IND/AG 112A CLASS TANK CARS

CAR NUMBER	YEAR BUILT	MFG.	AAR APPLICATION NUMBER	TYPE TANK	DIMENSIONS
SOEX					
3001	1963	GEN. AMER.	17131	DUAL DIA.	104¼" I.D. x 118 3/8" I.D
3021	1964	ACF IND.	18160	" "	102.3012" I.D. x 118.6170" I
3041	1966	UNION TANK	19699	SINGLE DIA.	117.9 I.D.
3042					
3056					
3087		GEN. AMER	20693		112.0" I.D.
3090					
3096					
3104					
3105		ACF IND.	20562	DUAL DIA.	102.3014" I.D. x 118.6170
3106					
3107					
3121					
3122					
3127					
3137		UNION TANK	21160	SINGLE DIA	118.6125" I.D.
3153	1968	GEN. AMER	22516		119.0" I.D.
3169					
3208	1969	UNION TANK	22681		118.675" I.D
3285		GEN. AMER.	23425		119.0" I.D.
3291					
3293					

Dated 4/4/79

Interstate Commerce Commission

Washington, D.C. 20423

7/3/90

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington,D.C. 20006

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 7/3/90 at 9:40am, and assigned recordation number(s).16921

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

Alvord & Alvord
918 16th Street, N.W., Suite 200
Washington, D.C. 20006
Attention: Charles Capler

RECORDATION NO. 16921 FILED 1425
JUL 3 1990 9 40 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT ("Memorandum") dated as of June 29, 1990 is executed by SANWA BUSINESS CREDIT CORPORATION, a Delaware corporation, One South Wacker Drive, 39th Floor, Chicago, Illinois 60606 ("Mortgagee"), and IND/AG CHEMICALS, INC., a California corporation, 3075 Citrus Circle, Suite 195, Walnut Creek, California 94598 ("Mortgagor").

1. Pursuant to a certain Installment Note dated of even date herewith (the "Note") executed by Mortgagor and Mortgagor's affiliate, Western Farm Service, Inc., a Delaware corporation ("WFS") in favor of Mortgagee, a certain Security Agreement dated of even date herewith among Mortgagor, WFS and Mortgagee (the "Security Agreement") and certain other "Loan Documents" (as defined in the Security Agreement), Mortgagee is making a loan to Mortgagor and WFS in the principal amount of $25,000,000.00 (the "Loan").

2. Pursuant to the terms of the Security Agreement, to secure the payment of the Loan and the performance of the other obligations set forth in the Note, the Security Agreement and the other Loan Documents, Mortgagor and WFS are granting to Mortgagee certain liens and security interests in property and interests in property now and hereafter owned by Mortgagee and/or WFS, including, without limitation, a lien upon certain railcars owned by Mortgagee and identified in Exhibit

"A" attached hereto and incorporated herein by this reference thereto.

"Mortgagee"

SANWA BUSINESS CREDIT CORPORATION,
a Delaware corporation

By Richard A. Zeiger

RICHARD A. ZEIGER 1st VP
[Printed Name and Title]

"Mortgagor"

IND/AG CHEMICALS, INC.
a California corporation

By Herman T. Wilson Jr.

Herman T. Wilson, Jr.
Chief Executive Officer

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On June 29, 1990, before me, the undersigned Notary Public, personally appeared Herman T. Wilson, Jr., personally known to me (or proved to me on the basis of satisfactory evidence) to be the Chief Executive Officer of IND/AG Chemicals, Inc., a California corporation, the corporation that executed the within instrument, and acknowledged to me that he executed the within instrument as Chief Executive Officer of IND/AG Chemicals, Inc., a California corporation, and that said corporation executed the same pursuant to its bylaws or a resolution of its board of directors.

WITNESS my hand and official seal.

Joni Gok

Notary Public in and for said County and State

My commission expires:
10.5-90

-SEAL-

OFFICIAL SEAL
JONI GOK
NOTARY PUBLIC-CALIFORNIA
CITY & COUNTY OF
SAN FRANCISCO
MY COMM. EXP. OCT. 5, 1990

STATE OF ILLINOIS)
) ss.
COUNTY OF Lake)

On June 30, 1990, before me, the undersigned Notary Public, personally appeared Richard A. Zeiger, personally known to me (or proved to me on the basis of satisfactory evidence) to be the 1st V. P. of Sanwa Business Credit Corporation, a Delaware corporation, the corporation that executed the within instrument, and acknowledged to me that he executed the within instrument as 1st V. P. of Sanwa Business Credit Corporation, a Delaware corporation, and that said corporation executed the same pursuant to its bylaws or a resolution of its board of directors.

WITNESS my hand and official seal.

Joan Descher
Notary Public in and for said County and State

My commission expires:

8-15-93

"OFFICIAL SEAL"
JOAN DESCHER
Notary Public, State of Illinois
My Commission Expires 8/15/93

-SEAL-

SNFX - COVERED HOPPER CARS
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GRAVITY UNLDG

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3291					
3293					

Dal 4/4/79