

#15

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RECORDATION NO 16615-A FILED 1425

JAN 9 1990 -4 05 PM

INTERSTATE COMMERCE COMMISSION  
January 5, 1990

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WASHINGTON, D C 20006-1809  
202 828 5800  
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AUSTIN, TEXAS 78701-4042  
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Hand Delivered

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

0-009A082

RECEIVED  
JAN 11 1990  
COMMUNICATIONS SECTION

Dear Secretary:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a release, a secondary document dated as of January 4, 1990.

The primary document to which this document is connected is recorded under Recordation No. 16615-A.

The names and addresses of the parties to the document are as follows:

Grantor: Columbia Nitrogen Corporation  
23 Columbia Nitrogen Drive  
Augusta, Georgia 30903

Grantee: Fertilizer Finance, Inc.  
8 Greenway Plaza, Suite 702  
Houston, Texas 77046

The successor in interest to each of the Grantor and the Grantee is:

Arcadian Corporation  
2650 Thousand Oaks Blvd., Suite 2220  
Memphis, Tennessee 38118

A description of the equipment covered in the document is identified and described on Schedules 1 and 2 to the Release.

*C. Decker*  
*W. J. ...*

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/10/90

OFFICE OF THE SECRETARY

Kathleen F. Harris  
Bracewell & Patterson  
2000 K St. N.W.  
Washington, D.C. 20006-1809

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 1/9/90 at 4:05pm, and assigned recordation number(s). 16615-C

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RELEASE OF ROLLING STOCK SECURITY AGREEMENT  
(Second Priority)  
(FINSUB/CNC)

RECORDATION NO 166157C  
FILED 1025  
JAN 9 1990 -4 05 PM  
INTERSTATE COMMERCE COMMISSION

The Secretary of the Interstate Commerce Commission will please take notice of the following:

1. Columbia Nitrogen Corporation, a Delaware Corporation, (Grantor) whose address was 23 Columbia Nitrogen Drive, Augusta, Georgia 30903 entered into a Rolling Stock Security Agreement whereby it granted a second priority security interest in rail equipment to Fertilizer Finance, Inc., a Delaware Corporation, (Grantee) whose address was 8 Greenway Plaza, Suite 702, Houston, Texas, 77046 dated November 7, 1989.

2. The Rolling Stock Security Agreement was filed with the Interstate Commerce Commission on November 20, 1989, and was assigned Registration Number 16615A by the Office of the Secretary of the Interstate Commerce Commission. The Rolling Stock Security agreement is a second priority security interest to the security interest of Texas Commerce Bank National Association, as Agent, dated November 7, 1989 and filed with the Interstate Commerce Commission on November 20, 1989, Registration Number 16615.

3. On November 29, 1989, Columbia Nitrogen Corporation and Fertilizer Finance, Inc. were each merged with and into Fertilizer Industries, Inc., a Delaware Corporation.

4. On November 29, 1989, Fertilizer Industries, Inc. changed its name to Arcadian Corporation.

5. Arcadian Corporation as the successor to the Grantor and the Grantee hereby releases the Rolling Stock Security Agreement dated November 7, 1989 and filed with the Interstate Commerce Commission on November 20, 1989, Registration Number 16615A, and its security interest in the rail equipment listed in schedules 1 and 2 attached hereto.

6. The Rolling Stock Security Agreement dated November 7, 1989 and filed with the Interstate Commerce Commission on November 20, 1989, Registration Number 16615 granting a security interest to Texas Commerce Bank National Association, as Agent, remains in effect.

Dated this 4th day of January, 1990.

ARCADIAN CORPORATION

By:   
Name: Mark S. Flynn  
Title: Vice President General Counsel

[seal]



SCHEDULE 1

## (ROLLING STOCK SECURITY AGREEMENT)

ROLLING STOCK

1. G.E. Diesel Locomotive, Model B-D160/160 4GHM833-500; Serial No. 18071
2. G.E. Diesel Locomotive, Model D50/50, G.E. 723/150; Serial No. 3129
3. Clark CT50 Tug 2144640
4. Clark CT50 Tug 2154640
5. Clark CT50 Tug 82-5001
6. Railroad Tank Cars:

<u>A.A.R.</u> <u>Mech.</u> <u>Desig.</u>	<u>Nos.</u>	<u>Description</u>
T	CNCX10001	Tank, Alum.
T	CNCX10002	Tank, Alum.
T	CNCX10003	Tank, Alum.
T	CNCX10004	Tank, Alum.
T	CNCX10005	Tank, Alum.
T	CNCX10006	Tank, Alum.
T	CNCX10007	Tank, Alum.
T	CNCX10008	Tank, Alum.
T	CNCX10009	Tank, Alum.
T	CNCX10010	Tank, Alum.
T	CNCX10011	Tank, Alum.
T	CNCX10012	Tank, Alum.
T	CNCX10013	Tank, Alum.
T	CNCX10014	Tank, Alum.
T	CNCX10015	Tank, Alum.
T	CNCX10016	Tank, Alum.
T	CNCX10017	Tank, Alum.
T	CNCX10018	Tank, Alum.
T	CNCX10019	Tank, Alum.
T	CNCX10020	Tank, Alum.
T	CNCX10022	Tank, Alum.
T	CNCX10023	Tank, Alum.
T	CNCX10024	Tank, Alum.

SCHEDULE 1 (CONT.)

<u>A.A.R.</u> <u>Mech.</u> <u>Desig.</u>	<u>Nos.</u>	<u>Description</u>
T	CNCX10025	Tank, Alum.
T	CNCX10026	Tank, Alum.
T	CNCX10027	Tank, Alum.
T	CNCX10028	Tank, Alum.
T	CNCX10029	Tank, Alum.
T	CNCX10030	Tank, Alum.
T	CNCX10031	Tank, Alum.
T	CNCX10032	Tank, Alum.
T	CNCX10033	Tank, Alum.
T	CNCX10034	Tank, Alum.
T	CNCX10035	Tank, Alum.
T	CNCX10036	Tank, Alum.
T	CNCX10037	Tank, Alum.
T	CNCX10038	Tank, Alum.
T	CNCX10039	Tank, Alum.
T	CNCX10040	Tank, Alum.
T	CNCX10041	Tank, Alum.
T	CNCX10042	Tank, Alum.
T	CNCX10044	Tank, Alum.
T	CNCX10045	Tank, Alum.
T	CNCX10046	Tank, Alum.
T	CNCX10047	Tank, Alum.
T	CNCX10048	Tank, Alum.
T	CNCX10050	Tank, Alum.
T	CNCX10051	Tank, Alum.
T	CNCX10052	Tank, Alum.
T	CNCX10053	Tank, Alum.
T	CNCX10054	Tank, Alum.
T	CNCX10055	Tank, Alum.
T	CNCX10056	Tank, Alum.
T	CNCX10057	Tank, Alum.
T	CNCX10058	Tank, Alum.
T	CNCX10059	Tank, Alum.
T	CNCX10060	Tank, Alum.
T	CNCX10061	Tank, Alum.
T	CNCX10062	Tank, Alum.
T	CNCX10063	Tank, Alum.
T	CNCX10064	Tank, Alum.
T	CNCX20001	Tank, Alum. Coiled

SCHEDULE 1 (CONT.)

<u>A.A.R.</u> <u>Mech.</u> <u>Desig.</u>	<u>Nos.</u>	<u>Description</u>
T	CNCX20002	Tank, Alum. Coiled
T	CNCX20003	Tank, Alum. Coiled
T	CNCX20004	Tank, Alum. Coiled
T	CNCX20005	Tank, Alum. Coiled
T	CNCX20006	Tank, Alum. Coiled
T	CNCX20007	Tank, Alum. Coiled
T	CNCX20008	Tank, Alum. Coiled
T	CNCX20009	Tank, Alum. Coiled
T	CNCX20010	Tank, Alum. Coiled
T	CNCX20011	Tank, Alum. Coiled
T	CNCX20012	Tank, Alum. Coiled
T	CNCX20013	Tank, Alum. Coiled
T	CNCX20014	Tank, Alum. Coiled
T	CNCX20015	Tank, Alum. Coiled
T	CNCX20016	Tank, Alum. Coiled
T	CNCX20017	Tank, Alum. Coiled
T	CNCX20018	Tank, Alum. Coiled
T	CNCX20019	Tank, Alum. Coiled
T	CNCX20020	Tank, Alum. Coiled
T	CNCX21001	Tank, Alum.
T	CNCX21002	Tank, Alum.
T	CNCX21003	Tank, Alum.
T	CNCX21004	Tank, Alum.
T	CNCX21005	Tank, Alum.
T	CNCX21006	Tank, Alum.
T	CNCX21007	Tank, Alum.
T	CNCX21008	Tank, Alum.
T	CNCX21009	Tank, Alum.
T	CNCX21010	Tank, Alum.
T	CNCX21011	Tank, Alum.
T	CNCX21012	Tank, Alum.
T	CNCX21013	Tank, Alum.
T	CNCX21014	Tank, Alum.
T	CNCX21015	Tank, Alum.
T	CNCX21016	Tank, Alum.
T	CNCX21017	Tank, Alum.
T	CNCX21018	Tank, Alum.
T	CNCX21019	Tank, Alum.
T	CNCX21020	Tank, Alum.
T	CNCX30001	Tank, Stainless Stl.
T	CNCX30002	Tank, Stainless Stl.

SCHEDULE 1 (CONT.)

<u>A.A.R.</u> <u>Mech.</u> <u>Desig.</u>	<u>Nos.</u>	<u>Description</u>
T	CNCX30003	Tank, Stainless Stl.
T	CNCX30004	Tank, Stainless Stl.
T	CNCX30005	Tank, Stainless Stl.
T	CNCX30006	Tank, Stainless Stl.
T	CNCX30007	Tank, Stainless Stl.
T	CNCX30008	Tank, Stainless Stl.
T	CNCX30009	Tank, Stainless Stl.
T	CNCX30010	Tank, Stainless Stl.

SCHEDULE 2

## (ROLLING STOCK SECURITY AGREEMENT)

ROLLING STOCK LEASES AND LEASED ROLLING STOCK

<u>LEASE AGREEMENT</u>	<u>ROLLING STOCK COVERED BY LEASE AGREEMENT</u>
1. Car Service Contract No. 3553 dated October 25, 1985 between General American Transportation Corporation ("GATX"), as lessor, and Columbia Nitrogen Corporation ("Columbia"), as lessee; as amended and/or supplemented by:	GATX10140, GATX10936, GATX11300, GATX11467, GATX11468, GATX14777, GATX21607, GATX24525, GATX25406, GATX25414, GATX27851, GATX29017, GATX29194, GATX29195, GATX38217, GATX38634, GATX39026, GATX39198, GATX39633, GATX42864, GATX42932, GATX42950, GATX45576, GATX50354, GATX50835, GATX57353, GATX57356, GATX80882, GATX80883, GATX80989, GATX87296, GATX96986, GATX97784, GATX98161, GATX99512, GATX99521, GATX2523, GATX10685, GATX11463, GATX19319 GATX25700, GATX34128 GATX50656, GATX76812, GATX97670, GATX97702, GATX97711, GATX97735, GATX97740, GATX98947, GATX99652, GATX19336, GATX25792, GATX27642, GATX34120, GATX34123, GATX41572, GATX41533, GATX66685, GATX81681, GATX91784, GATX91813, GATX92881, GATX93550, GATX93646, GATX97761, GATX98597, GATX98701, GATX98715, GATX99693, GATX99879, GATX25606, GATX25608, GATX25609, GATX25610, GATX25612, GATX57677, GATX57683
(a) Car Cleaning Contract between GATX and Columbia;	
(b) Rider No. 1 to Car Service Contract No. 3553, as renewed by Amendment No. 1 to Rider No. 1 dated October 31, 1988 between GATX and Columbia;	
(c) Rider No. 2 to Car Service Contract No. 3553 between GATX and Columbia, if renewed and/or in effect as of the date hereof;	
(d) Rider No. 3 to Car Service Contract No. 3553 between GATX and Columbia, as amended by Amendment No. 1 to Rider No. 3 between GATX and Columbia, if renewed and/or in effect as of the date hereof;	
(e) Rider No. 4 to Car Service Contract No. 3553 between GATX and Columbia, as amended by Amendment No. 1 to Rider No. 4 between GATX and Columbia and Amendment No. 2 to Rider No. 4 between GATX and Columbia, if renewed and/or in effect as of the date hereof;	

LEASE AGREEMENTROLLING STOCK COVERED  
BY LEASE AGREEMENT

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|--|--|
| <p>(f) Rider No. 5 to Car Service<br/>Contract No. 3553 between GATX<br/>and Columbia, as amended by<br/>Amendment No. 1 to Rider No. 5<br/>between GATX and Columbia, if<br/>renewed and/or in effect as of<br/>the date hereof; and</p> <p>(g) Rider No. 6 to Car Service<br/>Contract No. 3553 between GATX<br/>and Columbia, if renewed and/or<br/>in effect as of the date hereof.</p>  | <p>GATX59847, GATX59850,<br/>GATX59858, GATX8936,<br/>GATX10528, GATX10919,<br/>GATX11017, GATX11073,<br/>GATX11507, GATX13940,<br/>GATX18681, GATX20015,<br/>GATX25999, GATX26451,<br/>GATX27493, GATX34543,<br/>GATX39534, GATX41578,<br/>GATX52290, GATX52727,<br/>GATX69443, GATX87484,<br/>GATX88198, GATX88468,<br/>GATX91828, GATX94725,<br/>GATX97670, GATX98615,<br/>GATX10137, GATX10139,<br/>GATX10141, GATX10727,<br/>GATX10728, GATX10729,<br/>GATX10730, GATX10731,<br/>GATX11340, GATX11341,<br/>GATX11343, GATX11344,<br/>GATX11345, GATX11347,<br/>GATX11348, GATX11349,<br/>GATX39052, GATX87292,<br/>GATX87483, GATX97709,<br/>GATX97732, GATX97760,<br/>GATX97786, GATX97787</p> |
| <p>2. Car Service Agreement dated October<br/>1, 1984 between Union Tank Car<br/>Company ("UTCC"), as lessor, and<br/>Columbia Nitrogen Corporation<br/>("Columbia"), as lessee, as amended<br/>and/or supplemented by:</p> <p>(a) Rider No. 7 to Car Service<br/>Agreement dated November 13,<br/>1987 between UTCC and Columbia;</p> <p>(b) Rider No. 9 to Car Service<br/>Agreement dated December 1, 1988<br/>between UTCC and Columbia; and</p> | <p>UTLX84063, UTLX84195,<br/>UTLX84616, UTLX84717,<br/>UTLX84760, UTLX84790,<br/>UTLX84794, UTLX58706,<br/>and all cars covered<br/>by Rider Nos. 4, 5,<br/>6, 8 and any other<br/>Riders.</p>   |

LEASE AGREEMENTROLLING STOCK COVERED  
BY LEASE AGREEMENT

- (c) All other riders to the Car Service Agreement, to the extent that the Car Service Agreement and the Riders thereto have been renewed and/or are effective as of the date hereof.
3. Railroad Car Master Leasing Agreement No. 1 between Zip Transportation Company, Inc. ("ZIP"), as lessor, and Columbia Nitrogen Corporation ("Columbia"), as lessee, dated December 7, 1979, as amended and/or supplemented by:
- (a) Rider No. 5, and Amendment No. 1 and Amendment No. 2 to Rider No. 5, said Amendment No. 2 to Rider No. 5 dated December 14, 1984 between ZIP and Columbia;
- (b) Rider No. 6, dated September 13, 1984, between ZIP and Columbia;
- (c) Rider No. 7, dated September 23, 1985 between ZIP and Columbia; and
- (d) All other Riders, to the extent that Railroad Car Master Leasing Agreement No. 1 and all Riders thereto have been renewed and/or are effective as of the date hereof.
4. Car Service Contract No. 4-4287, dated January 26, 1987 between ACF Industries Incorporated ("ACF") and Columbia Nitrogen Corporation ("Columbia").

NATX21022, NATX21190,  
 NATX21270, NATX21457,  
 NATX21598, NATX22223,  
 NATX22421, NATX22474,  
 NATX23319, NATX23440,  
 NATX23696, NATX71298,  
 NATX71340, NATX71565,  
 NATX71573, NATX71613,  
 NATX71667, NATX71960,  
 NATX71980, NATX73226,  
 NATX73228, NATX73229,  
 NATX21608, NATX21968,  
 NATX21977, NATX23849,  
 NATX23852, NATX24804,  
 NATX75174, UTLX48236,  
 UTLX48237, UTLX48238,  
 UTLX48240, UTLX48243

ACFX83139, ACFX83140,  
 ACFX83146, ACFX83153,  
 ACFX83154, ACFX83155,  
 ACFX83157, ACFX83162,  
 ACFX83165, ACFX83166

LEASE AGREEMENTROLLING STOCK COVERED  
BY LEASE AGREEMENT

- |   |   |
|---|---|
| 5. Renewal of Car Service Contract No. 4-1884, dated March 22, 1989 between ACF and Columbia.   | ACFX18594, ACFX18611,<br>ACFX18735, ACFX18759   |
| 6. Renewal of Car Service Contract No. 4-0965, dated March 22, 1989 between ACF and Columbia.   | ACFX16919, ACFX17063,<br>ACFX17070, ACFX17158,<br>ACFX17206, ACFX17221,<br>ACFX17225, ACFX17263,<br>ACFX17282, ACFX17323,<br>ACFX17324, ACFX17327,<br>ACFX17364, ACFX17365,<br>ACFX18588  |
| 7. Renewal of Car Service Contract No. 4-1567, dated May 2, 1989 between ACF and Columbia, to the extent that the same has been renewed and/or amended as of the date hereof. | ACFX12055, ACFX12199,<br>ACFX12236, ACFX12242,<br>ACFX12244, ACFX12419,<br>ACFX12575, ACFX12576,<br>ACFX12577, ACFX12583,<br>ACFX12953, ACFX12974,<br>ACFX12976, ACFX81084,<br>ACFX81294, ACFX81307,<br>ACFX81641, ACFX81642,<br>ACFX81663, ACFX81664,<br>ACFX81767, ACFX81777,<br>ACFX81781, ACFX81787,<br>ACFX81796, ACFX82934,<br>ACFX82938, ACFX88966 |
| 8. Car Service Contract No. 4-5095 dated November 2, 1988 between ACF and Columbia.   | ACFX12025   |

LEASE AGREEMENT

9. Car Service Contract No. 4-4859, dated April 29, 1988 between ACF and Columbia.
  
10. Lease Agreement dated March 12, 1983 between Rex Railways, as lessor, and Columbia Nitrogen Corporation, as lessee.

ROLLING STOCK COVERED  
BY LEASE AGREEMENT

Ten (10) Class  
DOT 111A60ALW1, 21,000  
gallon, interior  
coiled, insulated  
tank cars, equipped  
with 100-ton trucks,  
each initialled ACFX,  
numbers unspecified;  
contract provides  
"numbered as assigned."

RREX4500, RREX4501  
RREX4502, RREX4503