

**FULBRIGHT & JAWORSKI L.L.P.**

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
1301 MCKINNEY, SUITE 5100  
HOUSTON, TEXAS 77010-3095  
WWW.FULBRIGHT.COM

RECORDATION NO. 18855-Q FILED

OCT 22 '03

1-37 PM

SURFACE TRANSPORTATION BOARD

NBIANCHI@FULBRIGHT.COM  
DIRECT DIAL: (713) 651-5114

TELEPHONE: (713) 651-5151  
FACSIMILE: (713) 651-5246

October 15, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two original copies of **Lease Supplement No. 5** (Solvay Minerals Equipment Trust 1994) dated as of September 24, 2003, a secondary document as defined in the Board's Rules for Recordation of Documents.

The enclosed document relates to the Solvay Minerals Equipment Trust 1994 documents which were previously filed with the Board under Recordation Number 18855.

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

Lessor	Wilmington Trust Company Rodney Square North 1100 N. Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration
Lessee	Solvay Minerals, Inc. 3333 Richmond Avenue Houston, TX 77098

A description of the railroad equipment covered by the enclosed document is:

441 1110-ton 4,650 cubic foot capacity Center Flow® covered hopper railcars manufactured by ACF Industries, Incorporated bearing SMNX reporting marks and road numbers 100 to 138, 140 to 145, 147 to 162, 164 to 201, 203 to 216, 218 to 272, 274 to 302, 304 to 307, 309 to 314, 316 to 322, 324 to 335, 337, 338, 340 to 367, 369 to 387, 389 to 410, 412 to 555.

45370767.1/10019596 (SMNX 308)

Mr. Vernon A. Williams  
October 15, 2003  
Page 2

A short summary of the document to appear in the index follows:

This document removes railcar SMNX 308 from the Equipment Lease Agreement (Solvay minerals Equipment Trust 1994) dated as of June 1, 1994, as amended, due to the destruction of railcar SMNX 308 in a casualty event on May 6, 2003.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Nina Bianchi Skinner

NBS/ak  
Enclosures

LEASE SUPPLEMENT NO. 5  
(Solvay Minerals Equipment Trust 1994)

RECORDATION NO. 18855-Q FILED

Dated as of September 24, 2003

OCT 22 '03 1-37 PM

SURFACE TRANSPORTATION BOARD

Between

**WILMINGTON TRUST COMPANY,**

not in its individual capacity, except as otherwise expressly  
provided for in the Lease, but solely as trustee under the Trust Agreement  
dated as of June 1, 1994, between the Owner Participant and  
Wilmington Trust Company in its individual capacity

**Lessor,**

and

**SOLVAY MINERALS, INC.,**

**Lessee**

**SMNX 308**

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. SECTION 11301 ON OCTOBER \_\_, 2003, AT \_\_\_\_\_.M.  
UNDER RECORDATION NUMBER \_\_\_\_ AND DEPOSITED WITH THE OFFICE OF THE  
REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA  
TRANSPORTATION ACT ON OCTOBER \_\_, 2003, AT \_\_\_\_\_.M.

LEASE SUPPLEMENT NO. 5

(Solvay Minerals Equipment Trust 1994)

This LEASE SUPPLEMENT NO. 5 (this "Lease Supplement"), dated as of September 24, 2003, is entered into between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof (the "Owner Trustee"), and SOLVAY MINERALS, INC., a Delaware corporation (the "Lessee").

A. The Lessor and the Lessee have heretofore entered into the Equipment Lease Agreement dated as of June 1, 1994 (the "Lease") to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes set forth in Section 28(c) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of June 1, 1994, among Manufacturers Hanover Leasing International Corp. (successor to J. P. Morgan Interfunding Corp.), Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, Solvay Minerals, Inc. and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. On May 6, 2003, an Event of Loss occurred with respect to the equipment described in Schedule I to this Lease Supplement (the "Lost Equipment"). Lessor acknowledges that, pursuant to Section 28(a)(i) of the Lease, Lessee has paid the amount of \$53,005.39 as the Stipulated Loss Value of the Lost Equipment and has otherwise fulfilled its SLV Obligations with respect thereto.

3. Lessor and Lessee agree that:

(i) all right, title and interest of Lessor in and to the Lost Equipment is hereby assigned, sold and transferred to Lessee (subject, in all respects, to the provisions of the Bill of Sale of even date herewith with respect to the Lost Equipment);

(ii) the Lost Equipment is released and discharged from the provisions of the Lease;

(iii) Effective as of June 21, 2003, Lessee has no further obligation to pay any Rent with respect to the Lost Equipment; and

(iv) Schedule II hereto sets forth revised Basic Rent Factors and Basic Rent amounts (in United States dollars) for the remaining Equipment subject to the Lease.

4. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

5. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

6. This Lease Supplement shall in all respects be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of law.

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of June 1, 1994, between the Owner Participant and Wilmington Trust Company in its individual capacity

By:   
Name: Anita Roselli  
Title: Financial Services Officer

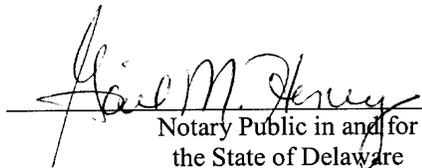
SOLVAY MINERALS, INC.  
By:   
Name: E.J. Buckingham III  
Title: Vice President

Attachments

**SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT**

STATE OF DELAWARE §  
§  
COUNTY OF NEWCASTLE §

On this 9<sup>TH</sup> day of ~~July~~ September, 2003, before me personally appeared Anita Roselli, to me known, who, being by me duly sworn, did depose and say that he/she resides at Pennsylvania; that he/she is the Financial Serv. Off of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by authority of the Board of Directors of said corporation.

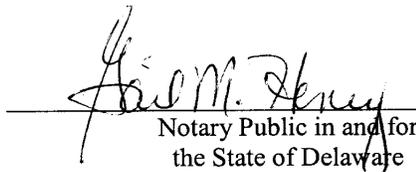
  
Notary Public in and for  
the State of Delaware

**GAIL M. HENRY**  
My Commission Expires: **NOTARY PUBLIC-DELAWARE**  
**My Commission Expires October 20, 2004**

**REGISTRAR GENERAL ACKNOWLEDGMENT**

STATE OF DELAWARE §  
§  
COUNTY OF NEWCASTLE §

On this 9<sup>TH</sup> day of ~~July~~ September, 2003, before me personally appeared Anita Roselli, to me personally known, being by me duly sworn, says that he/she is the FA Serv. Off of WILMINGTON TRUST COMPANY (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on September ~~July~~ 9<sup>TH</sup>, 2003, and he/she acknowledged that the execution of the said instrument was the act and deed of the Corporation.

  
Notary Public in and for  
the State of Delaware

**GAIL M. HENRY**  
My Commission Expires: **NOTARY PUBLIC-DELAWARE**  
**My Commission Expires October 20, 2004**

**SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT**

STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS       §

This instrument was acknowledged before me on September 24, 2003, by E.J. Buckingham III, the Vice President of SOLVAY MINERALS, INC., a Delaware corporation.



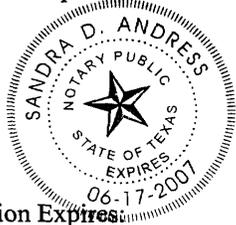
Sandra D Andress  
Notary Public in and for  
the State of Texas

My Commission Expires:  
6/17/07

**REGISTRAR GENERAL ACKNOWLEDGMENT**

STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS       §

On this 24<sup>TH</sup> day of ~~June~~ September, 2003, before me personally appeared E.J. Buckingham III, to me personally known, being by me duly sworn, says that he is the Vice President of SOLVAY MINERALS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on September 24, 2003, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



Sandra D Andress  
Notary Public in and for  
the State of Texas

My Commission Expires:

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SCHEDULE I TO LEASE SUPPLEMENT NO. 5  
(Solvay Minerals Equipment Trust 1994)

Description of the Lost Equipment:

One Center Flow® covered hopper rail car of 4,650 cubic foot capacity, initialed SMNX and numbered 308, together with all parts, appurtenances and other equipment or property attached to said unit of railroad equipment.

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SCHEDULE II TO LEASE SUPPLEMENT NO. 5  
(Solvay Minerals Equipment Trust 1994)

SCHEDULE II TO LEASE SUPPLEMENT NO. 5  
(Solvay Minerals Equipment Trust 1994)

\$24,361,669.67 :Adjusted Equip. Cost (451 Remaining Cars)  
456 :Original Car Count  
451 :Revised Car Count Less: SMNX 202, 273, 308, 336 and 368

Rental Date	No.	Total Rent %	Advance Rent %	Arrears Rent %	Total Rent \$
Dec 21 2003	19	2.57395822	0.00000000	2.57395822	\$627,059.20
Jun 21 2004	20	4.64989192	0.00000000	4.64989192	\$1,132,791.31
Dec 21 2004	21	2.54521429	0.00000000	2.54521429	\$620,056.70
Jun 21 2005	22	6.00213463	0.00000000	6.00213463	\$1,462,220.21
Dec 21 2005	23	2.79188407	0.00000000	2.79188407	\$680,149.57
Jun 21 2006	24	6.70228270	0.00000000	6.70228270	\$1,632,787.97
Dec 21 2006	25	2.09173601	0.00000000	2.09173601	\$509,581.82
Jun 21 2007	26	7.07321371	0.00000000	7.07321371	\$1,723,152.96
Dec 21 2007	27	1.72080499	0.00000000	1.72080499	\$419,216.83
Jun 21 2008	28	7.20054858	0.00000000	7.20054858	\$1,754,173.86
Dec 21 2008	29	1.59347013	0.00000000	1.59347013	\$388,195.93
Jun 21 2009	30	7.42105372	0.00000000	7.42105372	\$1,807,892.59
Dec 21 2009	31	1.37296498	0.00000000	1.37296498	\$334,477.19
Jun 21 2010	32	8.79401870	8.79401870	0.00000000	\$2,142,369.79
Dec 21 2010	33	7.97485613	7.97485613	0.00000000	\$1,942,808.11
Jun 21 2011	34	0.81916257	0.81916257	0.00000000	\$199,561.68
Dec 21 2011	35	8.26292993	8.26292993	0.00000000	\$2,012,987.69
Jun 21 2012	36	0.53108878	0.53108878	0.00000000	\$129,382.09
Dec 21 2012	37	8.57419826	8.57419826	0.00000000	\$2,088,817.86
Jun 21 2013	38	0.21982044	0.21982044	0.00000000	\$53,551.93
Dec 21 2013	39	8.79361272	8.79361272	0.00000000	\$2,142,270.88
Jun 21 2014	40	0.00040598	0.00040598	0.00000000	\$98.90
Dec 21 2014	41	8.79361272	8.79361272	0.00000000	\$2,142,270.88
Jun 21 2015	42	0.00040598	0.00040598	0.00000000	\$98.90
Dec 21 2015	43	8.79361272	8.79361272	0.00000000	\$2,142,270.88
Jun 21 2016	44	0.00040598	0.00040598	0.00000000	\$98.90
Dec 21 2016	45	4.39700935	4.39700935	0.00000000	\$1,071,184.89