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REGISTRATION NO. 15032-A Filed 1425

SEP 2 1986 -10 15 AM

INTERSTATE COMMERCE COMMISSION

No.

Date ... SEP 3 1986 ...

Fee \$ 10.00

Washington, D. C.

August 8, 1986

Registered Mail
Return Receipt Requested

Ms. Noreta McGee
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed three original counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and pursuant to 49 CFR Part 1177. This document is an Acknowledgement of Assignment, a secondary document, dated August 8, 1986. The primary document to which this is connected is recorded under Recordation No. 15032. The name and address of the party to the document is as follows:

Primus Corporation
2727 Allen Parkway
Suite 860
Houston, Texas 77019

A description of the railway equipment and other property covered by the primary document is as follows:

- (1) Five (5) Class DOT-111A 100W-3 23,500 gallon, general purpose non-pressure tank cars, exterior coiled and insulated having serial numbers GLNX 23151, GLNX 23166, GLNX 23153, GLNX 23154 and GLNX 23155;
- (2) All right, title and interest now owned or hereafter acquired by Borrower in and to that certain Railroad Tank Car Lease dated as of August 1, 1982 between Borrower and Harold D. Caldwell, in and to any other leases of the Cars between Borrower and Harold D. Caldwell, and in and to any other leases of the Cars between Borrower and any other person;

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Ms. Noreta McGee
August 8, 1986
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- (3) All right, title and interest now owned or hereafter acquired by Borrower in and to any management agreement concerning the leasing of the Cars to which Borrower is now, or may become, a party.

A fee of \$¹⁰30.00 is enclosed. Please return the original and any extra counterparts not needed by the Commission for recordation to:

J. Cabell Acree, III
Bracewell & Patterson ✓
2900 South Tower Pennzoil Place
Houston, Texas 77002

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

Acknowledgement of Assignment in connection with the Security Agreement executed as of August 8, 1986 by Delta Investments ("Borrower") in favor of Primus Corporation with Recordation No. 15032, dated August 18, 1986 and covering the following property:

- (1) Five (5) Class DOT-111A 100W-3 23,500 gallon, general purpose non-pressure tank cars, exterior coiled and insulated having serial numbers GLNX 23151, GLNX 23166, GLNX 23153, GLNX 23154 and GLNX 23155;
- (2) All right, title and interest now owned or hereafter acquired by Borrower in and to that certain Railroad Tank Car Lease dated as of August 1, 1982 between Borrower and Harold D. Caldwell, in and to any other leases of the Cars between Borrower and Harold D. Caldwell, and in and to any other leases of the Cars between Borrower and any other person;
- (3) All right, title and interest now owned or hereafter acquired by Borrower in and to any management agreement concerning the leasing of the Cars to which Borrower is now, or may become, a party.

Ms. Noreta McGee
August 8, 1986
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If you have any questions regarding this matter, or if you need further information, please call J. Cabell Acree, III at (713) 223-2900.

Very truly yours,

PRIMUS CORPORATION

By: 
Name: GARY L. FORBES
Title: VICE PRESIDENT

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Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

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9/2/86

J. Cabell Acree, III
Bracewell & Patterson
2900 South Tower Pennzoil Place
Houston, Texas 77002

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 9/2/86 at 10:15am, and assigned re-
recording number(s). 15032-A

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

SEP 2 1986 -10 15 AM

INTERSTATE COMMERCE COMMISSION

ACKNOWLEDGEMENT OF ASSIGNMENT

This Acknowledgement of Assignment is made as of August 8, 1986, by Primus Corporation, a Texas corporation ("Primus").

W I T N E S S E T H:

WHEREAS, pursuant to that certain Promissory Note dated as of August 8, 1986 executed by Primus, and payable to the order of First City National Bank of Houston ("Bank") in the manner therein provided, Bank has extended and rearranged certain indebtedness owing to Bank by Primus; and

WHEREAS, such indebtedness is secured by that certain First Amended and Restated Security Agreement dated as of August 8, 1986 executed by Primus and Bank ("Restated Agreement"); and

NOW THEREFORE, in consideration of the premises:

(1) Primus hereby acknowledges and affirms that pursuant to the terms of the Restated Agreement a security interest has been granted to Bank in Primus' now owned or hereafter acquired right, title, and interest in and to that certain promissory note dated August 8, 1986, in the original principal amount of \$230,000, executed by Delta Investments, a Texas general partnership ("Delta"), and payable to the order of Primus in the manner therein provided ("Delta Note"), and all rights, titles, interests, guaranties, liens, security interests, powers, and agreements in any way related to the Note or securing the payment of the Note, including, without limitation, that certain Security Agreement dated as of August 8, 1986, executed by Delta in favor of Primus granting to Primus a security interest in assets of Delta therein described ("Security Agreement") and that during the effectiveness of the Security Agreement, a security interest will exist in favor of Bank in any future security documents relating to collateral covered by the Security Agreement delivered to Primus by Delta.

(2) This Acknowledgment shall be governed by and construed in accordance with the laws of the State of Texas.

IN WITNESS WHEREOF, the undersigned has executed this document as of the 8th day of August, 1986.

PRIMUS CORPORATION

By: [Signature]
Name: GARY L. FORBES
Title: VICE PRESIDENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Gary L. Forbes, known to me to be the person whose name is subscribed to the foregoing instrument, as vice president of Primus Corporation, a Texas corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 8th day of August, 1986.

Laura K. Speer
Notary Public in and for
Harris County, TEXAS
Name: Laura K. Speer
(print name)
My Commission Expires: 3/25/89

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Ms. Noreta McGee
August 8, 1986
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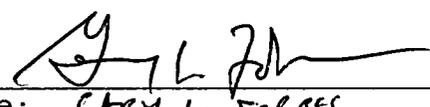
(3) The property covered by such security agreement includes railway equipment described as follows:

Five (5) Class DOT-111A 100W-3 23,500 gallon, general purpose non-pressure tank cars, exterior coiled and insulated having serial numbers GLNX 23151, GLNX 23166, GLNX 23153, GLNX 23154 and GLNX 23155 ("Cars").

If you have any questions regarding this matter, or if you need further information, please call J. Cabell Acree, III at (713) 223-2900.

Very truly yours,

PRIMUS CORPORATION

By: 

Name: GARY L. FORBES

Title: VICE PRESIDENT

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Interstate Commerce Commission

Washington, D.C. 20423

8/22/86

OFFICE OF THE SECRETARY

J. Cabell Acree, III
Bracewell & Patterson
2900 South Tower Pennzoil Place
Houston, Texas 77002

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 8/18/86 at 11:30am, and assigned recordation number(s). 15032

Sincerely yours,

Norata R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)