

Interstate Commerce Commission
Washington, D. C.

RECORDATION NO. 10385-A Filed 1425

9-180A 157
JUN 29 1979

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10385-A
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Gentlemen:

JUN 29 1979 - 4 30 PM

Washington, D. C.

Enclosed for recording under the provisions of 49 U.S.C. §11303 are the original and 6 counterparts of a First Lease Supplement dated as of June 29, 1979, supplementing and amending the Equipment Lease dated as of May 22, 1979, filed with the Interstate Commerce Commission on May 22, 1979 as document #10385.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Mercantile Trust Company National Association, not individually but solely as Trustee under F.I. Trust No. 8
One Mercantile Center
St. Louis, Missouri 63101

Lessee: Farmland Industries, Inc.
3315 North Oak Trafficway
Kansas City, Missouri 64116

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and 6 copies of the Lease Supplement to J. Richard Fisher, Jr., Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$80.00 covering the required recording fee.

Dated:

Very truly yours,

MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, not individually but solely as Trustee under F.I. Trust No. 8

FEE OPERATION BR.
I.C.C.
By
JUN 29 4 24 PM '79

By A. A. Johnson, Jr.
Its Vice President
LESSOR AS AFORESAID

Enclosures

RECEIVED

Counterparts - C. J. Kappeler

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Hawker Siddeley Canada Ltd.

Description and Mark and
Number of Items of
Equipment: 167 100-Ton Covered Hopper Cars,
AAR Mechanical Designation LO,
Manufacturer Specification LO-132
Marked and Numbered:

FLIX 2000 - 2001
FLIX 2002
FLIX 2003 - 2004
FLIX 2005
FLIX 2006 thru 2028
FLIX 2031 thru 2036
FLIX 2037
FLIX 2038 - 2039
FLIX 2041
FLIX 2043 thru 2053
FLIX 2055 thru 2057
FLIX 2058
FLIX 2059 thru 2072
FLIX 2074 thru 2099
FLIX 2100 - 2101
FLIX 2104 thru 2111
FLIX 2113 thru 2128
FLIX 2131
FLIX 2133 thru 2136
FLIX 2141 thru 2147
FLIX 2149 thru 2157
FLIX 2159 thru 2164
FLIX 2167 thru 2173
FLIX 2175
FLIX 2177 thru 2180
FLIX 2182 thru 2189

Purchase Price of
Equipment: \$41,313 per Item plus freight,
insurance and storage charges,
if any

Place of Delivery: Aurora, Missouri

Outside Acceptance Date: June 30, 1979

SCHEDULE A

ICC Copy

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LEASE SUPPLEMENT JUN 29 1979 -4 30 PM

INTERSTATE COMMERCE COMMISSION

This FIRST LEASE SUPPLEMENT dated as of June 29, 1979 is between MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, a national banking association, not individually but solely as a trustee (the "Lessor") under a Trust Agreement dated as of May 22, 1979 with BameriLease Capital Corporation, a California corporation, and FARMLAND INDUSTRIES, INC., a Kansas corporation (the "Lessee").

WHEREAS, the Lessor and the Lessee have entered into a certain Equipment Lease dated as of May 22, 1979 (the "Lease", the defined terms therein being used herein with the same meanings) and recorded as document #10385 in the records of the Interstate Commerce Commission on May 22, 1979, which Lease provides for the lease by the Lessor to the Lessee of the Items of Equipment described in the Lease; and

WHEREAS, Section 9.2 of the Participation Agreement provides for the execution of a Lease Supplement for the purpose of eliminating from Schedule A of the Lease all items of equipment not delivered to and accepted by the Lessee under the Lease or the Trustee under the Agreement and Assignment dated as of May 22, 1979 (the "Assignment") from the Lessee to the Lessor;

NOW, THEREFORE, in order to amend the Description of Items of Equipment set forth in Schedule A to the Lease and to release and discharge any interest of the Lessee and the Lessor in all items of equipment not delivered to and accepted by the Lessee under the Lease or the Trustee under the Assignment, the parties hereto agree as follows:

1. The Description of Items of Equipment attached hereto as Schedule A shall be substituted for Schedule A of the Lease.

2. Except as set forth in paragraph 1 hereto, all of the provisions of the Lease are hereby ratified, confirmed and agreed to.

3. This First Lease Supplement is being delivered in the State of Missouri and shall in all respects be governed by, and construed in accordance with, the laws of the State of Missouri; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

IN WITNESS WHEREOF, the parties hereto have caused this First Lease Supplement to be executed by their respective

officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, not individually but solely as Trustee under F.I. Trust No. 8

By O. A. Johnson
Its Vice President

(CORPORATE SEAL)

ATTEST:

Victor Zennell
assd. Secretary

FARMLAND INDUSTRIES, INC.

By R. W. Ferguson
Its Assistant Treasurer

(CORPORATE SEAL)

ATTEST:

Henry M. Dybrow
ASSISTANT Secretary

STATE OF MISSOURI)
) SS
~~CITY~~
COUNTY OF ST. LOUIS)

On this 29th day of June, 1979, before me personally appeared O. A. JOHNSON JR., to me personally known, who being by me duly sworn, says that he is the Vice President of MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Berrien Elwes Starr

Notary Public

Berrien Elwes Starr

[NOTARIAL SEAL]

My commission expires: 7/21/80

STATE OF MISSOURI)
) SS
COUNTY OF CLAY)

On this 29th day of June, 1979, before me personally appeared B. W. Ferguson, to me personally known, who being by me duly sworn, says that he is the ASSISTANT TREASURER of FARMLAND INDUSTRIES, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Winnie B. Sicks

Notary Public

WINNIE B. SICKS

[NOTARIAL SEAL]

My commission expires: 7/23/79

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