

10504-B

RECORDATION NO. 10504-B Filed 1425

AUG 7 1979 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

No. 9-219A060

Date AUG 7 1979

Fee \$ 10.00

Interstate Commerce Commission  
Washington, D. C.

Gentlemen:

Washington, D. C.

Enclosed for recordation under the provisions of 49 U.S.C. §11303 are the original and 6 counterparts of a Second Lease Supplement dated as of July 9, 1979, supplementing and amending the Equipment Lease dated as of June 15, 1979, filed with the Interstate Commerce Commission on June 15, 1979 as document #10504 and supplemented by a First Lease Supplement dated as of June 29, 1979, filed with the Interstate Commerce Commission on June 29, 1979 as document #10504-A.

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 B.A. Rail Trust No. 1  
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 Second 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 \$10.00 covering the required recording fee.

Dated:

Very truly yours,

MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, not individually but solely as Trustee under B. A. Rail Trust No. 1.

By O.A. Johnson Jr.  
Its Vice President  
Lessor as Aforesaid

FEE OPERATION BR: I.C.C.

AUG 7 11 51 AM '79

RECEIVED

Enclosures

*C. S. Kennen*  
*Chapman and Cutler*

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Hawker Siddeley Canada Ltd.

Description and Mark and  
Number of Items of  
Equipment:

333 100-Ton Covered Hopper Cars,  
AAR Mechanical Designation LO,  
Manufacturer Specification LO-132  
Marked and Numbered:

FLIX 2029 - 2030  
FLIX 2040  
FLIX 2042  
FLIX 2054  
FLIX 2073  
FLIX 2102 - 2103  
FLIX 2112  
FLIX 2129 - 2130  
FLIX 2132  
FLIX 2137 thru 2140  
FLIX 2148  
FLIX 2158  
FLIX 2165 - 2166  
FLIX 2174  
FLIX 2176  
FLIX 2181  
FLIX 2190 thru 2499

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

8/7/79

OFFICE OF THE SECRETARY

J. Richard Fisher, Jr. Esq.  
Chapman and Cutler  
111 West Monroe Street  
Chicago, Illinois 60603

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 8/7/79 at 11:55am, and assigned re-  
recording number(s). 10504-B & 10505-B

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

AUG 7 1979 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT

This SECOND LEASE SUPPLEMENT dated as of July 9, 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 June 15, 1979 with BameriLease Inc., 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 June 15, 1979, recorded as document #10504 in the records of the Interstate Commerce Commission on June 15, 1979, as supplemented by a First Lease Supplement dated as of June 29, 1979 and recorded as document #10504-A in the records of the Interstate Commerce Commission on June 29, 1979 (the Lease as supplemented by the First Lease Supplement being hereinafter referred to as the "Lease", the defined terms therein being used herein with the same meaning) 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 June 15, 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 Second 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 Second 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 B.A. Rail Trust No. 1

By *O. A. Johnson Jr.*  
Its Vice President

(CORPORATE SEAL)

ATTEST:

*Lillian E. Bean*  
Assistant Secretary

FARMLAND INDUSTRIES, INC.

By *R. W. Ferguson*  
Its ASSISTANT TREASURER

(CORPORATE SEAL)

ATTEST:

*Wm. M. Dykhouse*  
Asst. Secretary

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

On this 17<sup>th</sup> day of July, 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: 4/21/80

STATE OF MISSOURI )    SS  
                          )  
COUNTY OF CLAY    )

On this 27<sup>th</sup> day of July, 1979, before me personally appeared R. H. 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:

July 23, 1983

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Hawker Siddeley Canada Ltd.

Description and Mark and  
Number of Items of  
Equipment:

333 100-Ton Covered Hopper Cars,  
AAR Mechanical Designation LO,  
Manufacturer Specification Lo-132  
Marked and Numbered:

FLIX 2029 - 2030  
FLIX 2040  
FLIX 2042  
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FLIX 2148  
FLIX 2158  
FLIX 2165 - 2166  
FLIX 2174  
FLIX 2176  
FLIX 2181  
FLIX 2190 thru 2499

Purchase Price of  
Equipment:

\$41,313 per Item plus freight,  
insurance and storage charges,  
if any

Place Delivery:

Aurora, Missouri

Outside Acceptance Date:

November 30, 1979