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9-180A057  
Date JUN 29 1979  
Fee \$ 10.00

Interstate Commerce Commission  
Washington, D. C. RECORDATION NO. 10504-A Filed 1425

JUN 29 1979 -4 30 PM

Gentlemen:

CC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation 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 June 15, 1979, filed with the Interstate Commerce Commission on June 15, 1979 as document #10504.

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 First 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 A. A. Johnson Jr.  
Its Vice President  
LESSOR AS AFORESAID

6 counterparts - C.T. Kowal

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

Enclosures

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Hawker Siddeley Canada Ltd.

Description and Mark and  
Number of Items of  
Equipment: 346 100-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 thru 2499

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

Place of Delivery: Aurora, Missouri

Outside Acceptance Date: November 30, 1979

1CC Copy

RECORDATION NO. 10504-A Filed 1425

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 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 (the "Lease", the defined terms therein being used herein with the same meanings) and recorded as document #10504 in the records of the Interstate Commerce Commission on June 15, 1979, which Lease provides for the lease by the Lessor to the Lessee of the Items of Equipment described in the Lease;

WHEREAS, the Lessor and the Lessee desire to provide for the lease of additional items of equipment under the Lease; and

WHEREAS, Section 10.1 of the Lease provides for the execution of a Lease Supplement for the purpose of properly describing the Equipment subject to the Lease;

NOW, THEREFORE, in order to amend the Description of Items of Equipment set forth in Schedule A to the Lease and to subject additional items of equipment to the Lease, 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 B.A. Rail Trust No. 1

By O. A. Johnson Jr.  
Its Vice President

(CORPORATE SEAL)

ATTEST:

Victor Zambelli  
asst. Secretary

FARMLAND INDUSTRIES, INC.

By R. W. Ferguson  
Its Assistant Treasurer

(CORPORATE SEAL)

ATTEST:

Nancy M. DeGlow  
ASSISTANT Secretary

STATE OF MISSOURI )  
City ) SS  
~~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*

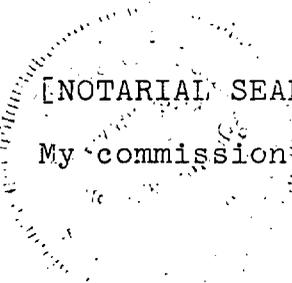
STATE OF MISSOURI )  
 ) SS  
COUNTY OF CLAY )

On this 29th day of June, 1979, before me personally appeared *R. 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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Equipment:

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insurance and storage charges,  
if any

Place of Delivery:

Aurora, Missouri

Outside Acceptance Date:

November 30, 1979

SCHEDULE A