

PHILADELPHIA  
WASHINGTON  
LOS ANGELES

**MORGAN, LEWIS & BOCKIUS**

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14518  
DEC 28 1984  
MIAMI  
HARRISBURG  
LONDON

MICHAEL J. TARPLEY  
DIAL DIRECT (212) 309-6084

December 28, 1984

14518  
INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

14518  
DEC 28 1984  
INTERSTATE COMMERCE COMMISSION

Dear Secretary:

As special counsel to Cargill, Incorporated, we have enclosed two original sets and two photocopied sets of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

These documents are, within the classification scheme promulgated as 49 C.F.R. §1177.1, as follows:

14518  
RECORDATION NO. Filed 1428  
DEC 28 1984 -10 15 AM  
INTERSTATE COMMERCE COMMISSION

- (1) a lease (comprised of a Lease of Railroad Equipment and a Lease Supplement thereto, each dated as of December 28, 1984) - a primary document, and
- (2) a security agreement (comprised of a Trust and Security Agreement and a Security Agreement Supplement thereto, each dated as of December 28, 1984) - a primary document.

The names and addresses of the parties to these documents are as follows:

(1) Lease

Lessor:

Wilmington Trust Company,  
as Owner Trustee  
Rodney Square  
North Wilmington, Delaware 19890

*(Signature)*

Lessee:

Cargill, Incorporated  
P.O. Box 9300  
Minneapolis, Minnesota 55440  
Attention: Traffic Manager, Corn Milling Division

(2) Security Agreement

Owner Trustee:

Wilmington Trust Company,  
as Owner Trustee  
Rodney Square  
North Wilmington, Delaware 19890

Trustee:

The Connecticut Bank and Trust Company,  
National Association, as Trustee  
One Constitution Plaza  
Hartford, Connecticut 06115  
Attention: Corporate Trust Department

A description of the equipment covered by such documents follows:

Fifty-five (55) rail tank cars manufactured by Union Tank Car Company, 17,500 gallon capacity each, of AAR Mechanical Description "T-104" and DOT Specification "111A100W3," bearing the following numbers to identify Cargill, Incorporated as the lessee thereof:

CRGX 4173  
CRGX 4179  
CRGX 4184  
CRGX 4194  
CRGX 4201  
CRGX 4205 - 4210 (inclusive)  
CRGX 4212  
CRGX 4216  
CRGX 4217

CRGX 4219  
CRGX 4220  
CRGX 4225  
CRGX 4226  
CRGX 4228  
CRGX 4230 - 4232 (inclusive)  
CRGX 4234 - 4239 (inclusive)  
CRGX 4245  
CRGX 4250  
CRGX 4252  
CRGX 4254  
CRGX 4255  
CRGX 4257  
CRGX 4258  
CRGX 4260  
CRGX 4261  
CRGX 4272 - 4279 (inclusive)  
CRGX 4281 - 4283 (inclusive)  
CRGX 4285  
CRGX 4287  
CRGX 4296  
CRGX 4307  
CRGX 4316  
CRGX 4320  
CRGX 4326

The documents provide that rail tank cars hereafter acquired by the owner trustee and leased to Cargill, Incorporated will also be property covered by the security agreement and the lease, up to a total of one hundred forty (140) such rail tank cars.

A fee of \$ \_\_\_\_\_ is enclosed. Please return the originals of each document and any extra copies not needed for recordation to the person presenting this letter and its enclosures for filing.

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

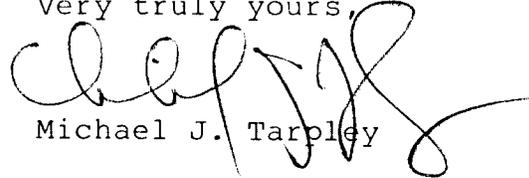
- (1) Lease between WILMINGTON TRUST COMPANY, as owner trustee, lessor (address: Rodney Square, North Wilmington, Delaware 19890) and CARGILL INCORPORATED, lessee (address: P.O. Box 9300, Minneapolis, Minnesota 55440; Attention: Traffic Manager, Corn Milling Division), dated as of

MORGAN, LEWIS & BOCKIUS

December 28, 1984, and covering up to one hundred forty (140) rail tank cars of 17,500 gallon capacity each.

- (2) Security Agreement between WILMINGTON TRUST COMPANY, as owner trustee, owner trustee (address: Rodney Square, North Wilmington, Delaware 19890) and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, trustee (address: One Constitution Plaza, Hartford, Connecticut 06115) covering up to one hundred forty (140) rail tank cars of 17,500 gallon capacity each.

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael J. Tarpley", with a long, sweeping flourish extending to the right.

Michael J. Tarpley

MJT:jo  
Enc.

Interstate Commerce Commission  
Washington, D.C. 20423

12/28/84

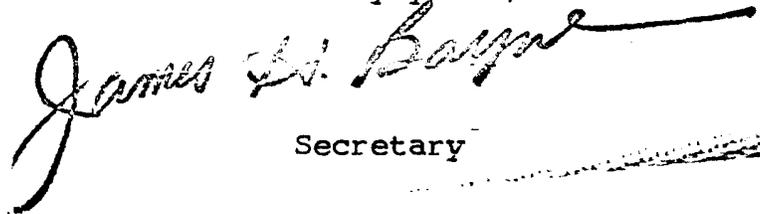
OFFICE OF THE SECRETARY

Michael J. Tarpley  
Morgan, Lewis & Bockius  
101 Park Avenue  
New York, N.Y. 10178

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 12/28/84 at 10:15am and assigned re-  
recording number(s). 14518 14518-A, 14518-B, 14518-C

Sincerely yours,

  
Secretary

Enclosure(s)

14518 *C*

REC'D-DATE OF FILING ..... Filed 1425

DEC 28 1984 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1 TO TRUST AND SECURITY AGREEMENT

This Supplement No. 1 is dated as of December 28, 1984 and is entered into by WILMINGTON TRUST COMPANY, not in its individual capacity but solely as trustee (the "Owner Trustee") and The Connecticut Bank and Trust Company, National Association, as Trustee (the "Trustee") for its benefit and for the benefit of the holders from time to time of the Notes described in the Agreement referred to below.

A. The Owner Trustee and the Trustee have entered into a Trust and Security Agreement dated as of December 28, 1984 (as heretofore supplemented, the "Agreement").

B. Unless otherwise defined herein, the capitalized terms used herein are used with the respective meanings specified in the Agreement.

C. The Agreement contemplates the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof.

NOW, THEREFORE, TO SECURE THE PAYMENT of the principal of and interest on the Notes according to their tenor and effect and to secure the payment and performance of all other indebtedness which the Agreement by its terms secures and the performance and observance of all covenants, obligations and conditions contained in the Notes, the Agreement and the Participation Agreement, the Owner Trustee does hereby grant, bargain, sell, transfer, convey, warrant, mortgage, assign, pledge, hypothecate and grant a continuing security interest unto the Trustee, its successors in trust and assigns in and to all and singular of the Owner Trustee's properties, rights, interests and privileges and the proceeds thereof (whether now owned or hereafter acquired), except any Excepted Rights in Collateral (as defined in the Agreement), including, without limitation, the following:

(a) each of the Rail Cars described in Schedule A annexed hereto;

(b) all additional or substituted Rail Cars which hereafter may be subjected to the lien and security interest of the Agreement by operation thereof;

(c) all income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing;

(d) each Lease Supplement relating to such Rail Cars and all amounts payable thereunder.

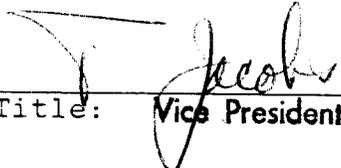
TO HAVE AND TO HOLD the above-described Collateral unto the Trustee, its successors in trust and assigns forever, upon the terms herein and in the Agreement set forth, for the benefit of the Trustee and for the equal and proportionate benefit, security and protection of all present and future holders of the Notes outstanding under the Agreement from and after the issuance of the Notes, without preference, priority or distinction of any Notes by reason of priority at the time of issue date or maturity thereof or otherwise for any cause whatsoever.

This Supplement shall be construed in connection with and as a part of the Agreement, and all terms, conditions and covenants contained in the Agreement, as hereby supplemented, shall remain in full force and effect.

This Supplement may be executed in any number of counterparts, each of which shall constitute an original but which, when taken together, shall constitute but one instrument.

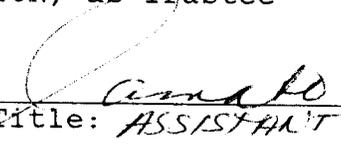
WILMINGTON TRUST COMPANY,  
not in its individual  
capacity (except as provided  
herein) but solely as trustee

By: \_\_\_\_\_

  
Title: **Vice President**

THE CONNECTICUT BANK AND TRUST  
COMPANY, NATIONAL ASSOCIA-  
TION, as Trustee

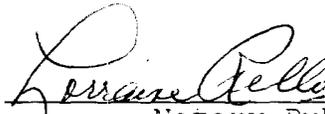
By: \_\_\_\_\_

  
Title: **ASSISTANT SECRETARY**

STATE OF New York )  
COUNTY OF New York ; ss.:

On this 27<sup>th</sup> day of December, 1984, before me personally appeared Francis B. Jacobs II, to me personally known, who, being by me duly sworn, says and acknowledges that he resides at West Chester, Pa.; that he is a Vice President of WILMINGTON TRUST COMPANY, a Delaware corporation; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that the foregoing 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 his free and voluntary act and deed and the free act and deed of said corporation.

(SEAL)

  
\_\_\_\_\_  
Notary Public

My commission expires:

LORRAINE RELLO  
Notary Public, State of New York  
No. 31-4768359  
Qualified in Nassau County  
Certificate Filed in New York County  
Term Expires March 30, 1984

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK)

On this 27<sup>th</sup> day of December, 1984, before me personally appeared LESE ANATO, to me personally known, who, being by me duly sworn, says and acknowledges that she resides at Tolland, CT; that she is an authorized officer of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association; that one of the seals affixed to the foregoing instrument is the corporate seal of said association; that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was <sup>her</sup> ~~his~~ free and voluntary act and deed and the free act and deed of said association.

(SEAL)

  
\_\_\_\_\_  
Notary Public

My commission expires: 3-30-85

LISA T. SMITH  
Notary Public, State of New York  
No. 31-4703660  
Qualified in New York County  
Commission Expires March 30, 19...<sup>85</sup>

Schedule A

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identification Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Specifications</u>	<u>Manufacturer's Specifications</u>
55 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup	Union Tank Car Company	CRGX 4201 CRGX 4205 CRGX 4206 CRGX 4210 CRGX 4212 CRGX 4216 CRGX 4217 CRGX 4219 CRGX 4225 CRGX 4226 CRGX 4228 CRGX 4231 CRGX 4235 CRGX 4236 CRGX 4238 CRGX 4239 CRGX 4245 CRGX 4250 CRGX 4252 CRGX 4254 CRGX 4255 CRGX 4257 CRGX 4258 CRGX 4261 CRGX 4272 CRGX 4273 CRGX 4274 CRGX 4275 CRGX 4276 CRGX 4277 CRGX 4278 CRGX 4279 CRGX 4281 CRGX 4283 CRGX 4285 CRGX 4287 CRGX 4194 CRGX 4296 CRGX 4173 CRGX 4179 CRGX 4184 CRGX 4208 CRGX 4209	T-104 (for all listed Rail Tank Cars)	111A100W3 (for all listed Rail Tank Cars)	BD-36-100-18 (for all listed Rail Tank Cars)

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
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		CRGX 4232			
		CRGX 4234			
		CRGX 4260			
		CRGX 4307			
		CRGX 4316			
		CRGX 4320			
		CRGX 4326			
		CRGX 4237			
		CRGX 4282			
		CRGX 4230			
		CRGX 4220			
		CRGX 4207			