

RECORDATION NO. 12281-A

RECORDATION NO. 12281-B

RECORDATION NO. 12281

OCT 8 - 1980 - 2 50 PM

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CRAVATH SWAIN & MOORE

INTERSTATE COMMERCE COMMISSION

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RECORDATION NO. 12281-C
OCT 8 - 1980 - 2 50 PM
INTERSTATE COMMERCE COMMISSION

0-28224107

Date OCT 8 1980
Fee \$ 150.00

RECORDATION NO. 12281-D
Filed 1425

October 7, 1980

OCT 8 - 1980 - 2 50 PM

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION
Cargill, Incorporated
Lease Financing Dated as of June 15, 1980
9.95% Conditional Sale Indebtedness Due 1996

OCT 8 2 45 PM '80
 FEE OPERATIONS
 I. C. O.

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303(a) and the Commission's rules and regulations thereunder, enclosed for filing and recordation on behalf of Cargill, Incorporated are counterparts of the following documents:

1. (a) Conditional Sale Agreement dated as of June 15, 1980, between North American Car Corporation and Exchange National Bank of Chicago, as Trustee;
- (b) Agreement and Assignment dated as of June 15, 1980, between North American Car Corporation and La Salle National Bank, as Agent;
2. (a) Lease of Railroad Equipment dated as of June 15, 1980, between Cargill, Incorporated and Exchange National Bank of Chicago, as Trustee;
- (b) Assignment of Lease and Agreement dated as of June 15, 1980, between Exchange National Bank of Chicago, as Trustee, and La Salle National Bank, as Agent; and
3. Agreement dated as of June 15, 1980, among Cargill, Incorporated,

New Member
 A
 B
 C
 D
 C. O. Moore

Exchange National Bank of Chicago, as Trustee, La Salle National Bank, as Agent, and North American Car Corporation.

The names and addresses of the parties to the aforementioned Agreements are as follows:

(1) Vendor:

North American Car Corporation
222 South Riverside Plaza
Chicago, Illinois 60606

(2) Vendee-Trustee:

Exchange National Bank of Chicago
130 South LaSalle Street
Chicago, Illinois 60690

(3) Agent:

La Salle National Bank
135 South LaSalle Street
Chicago, Illinois 60690

(4) Lessee:

Cargill, Incorporated
15407 McGinty Road, Department 21
Minnetonka, Minnesota 55343.

Please file and record the documents referred to above and index them under the names of the Vendor, the Vendee-Trustee, the Agent and the Lessee.

The equipment covered by the aforementioned documents consists of the following:

(145 4,750 cubic foot lined covered hopper cars, AAR Mechanical Designation LO, bearing identifying numbers NAHX 485876-486020, both inclusive.

Also enclosed is a check for \$150 payable to the Interstate Commerce Commission, representing the fee for recording the Conditional Sale Agreement and related Agreement and Assignment (together constituting one document), the Lease of Railroad Equipment and related Assign-

ment of Lease and Agreement (together constituting one document) and the Agreement.

Please stamp all counterparts of the enclosed documents, retain one copy of the documents for your files and forward the remaining counterparts to me.

Thank you for your assistance.

Sincerely,



Jacqueline B. Goodyear
As Agent for Cargill, Incorporated

Ms. Agatha L. Mergenovich,
Interstate Commerce Commission,
Washington, D.C. 20423

Encl.

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OCT 8 - 1980 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of June 15, 1980, among CARGILL, INC., a Delaware corporation (the "Lessee"), EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement dated as of the date hereof with The Bank of New York, LA SALLE NATIONAL BANK, a national banking association, as Agent (the "Agent") under a Participation Agreement dated as of the date hereof, and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC").

The Trustee and NACC have entered into a Conditional Sale Agreement dated as of June 15, 1980, (the "CSA") pursuant to which the Trustee has agreed to purchase from NACC and NACC has agreed to conditionally sell to the Trustee 145 4,750 cubic ^{HHH} foot lined covered hopper cars, AAR mechanical designation LO, bearing identification numbers NAHX 485876-486020, both inclusive, such covered hopper cars being more fully described in Annex B to the CSA and being hereinafter referred to as the "Equipment".

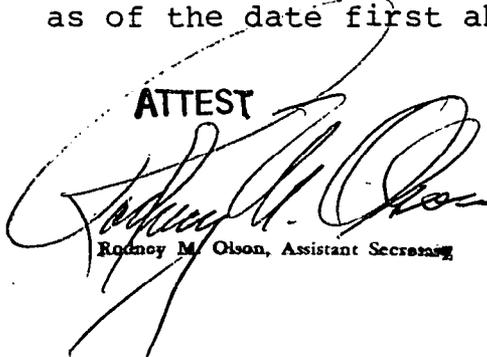
Certain of NACC's rights under the CSA have been assigned to the Agent pursuant to an Agreement and Assignment dated as of June 15, 1980 (the "CSA Assignment").

The Lessee has agreed to Lease the Equipment from the Trustee pursuant to the terms of a Lease of Railroad Equipment dated as of June 15, 1980 (the "Lease"). Certain of the Trustee's rights under the Lease have been assigned to the Agent pursuant to an Assignment of Lease and Agreement dated as of June 15, 1980.

The parties hereto agree and confirm that, notwithstanding the identification number assigned to the Equipment, NACC has no right, title or interest in the Equipment except for such rights as are reserved to NACC pursuant to the CSA Assignment.

This Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by duly authorized officers as of the date first above written.

ATTEST

Rodney M. Olson, Assistant Secretary

CARGILL, INC.
CARGILL, INCORPORATED
by 
C. M. Roberts, Jr., Vice President

EXCHANGE NATIONAL BANK OF CHICAGO,
not in its individual capacity
but solely as Trustee under a
Trust Agreement dated as of
the date hereof,

by _____

LA SALLE NATIONAL BANK,

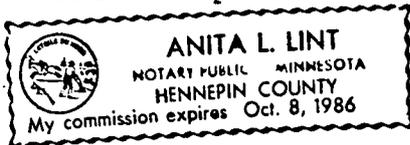
by

NORTH AMERICAN CAR CORPORATION,

by

STATE OF MINNESOTA,)
) ss.:
COUNTY OF Hennepin ,)

On this day of 1980, before me personally appeared *C.M. Roberts, Jr.*, to me personally known, who, being by me duly sworn, says that he is *Vice President* of CARGILL, INC., a Delaware corporation, 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.



Anita Lint

Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK, .)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of NORTH AMERICAN CAR CORPORATION, a Delaware corporation, 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.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of LA SALLE NATIONAL BANK, a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.

Notary Public

[Notarial Seal]

My Commission expires

AGREEMENT dated as of June 15, 1980, among CARGILL, INC., a Delaware corporation (the "Lessee"), EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement dated as of the date hereof with The Bank of New York, LA SALLE NATIONAL BANK, a national banking association, as Agent (the "Agent") under a Participation Agreement dated as of the date hereof, and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC").

The Trustee and NACC have entered into a Conditional Sale Agreement dated as of June 15, 1980, (the "CSA") pursuant to which the Trustee has agreed to purchase from NACC and NACC has agreed to conditionally sell to the Trustee 145 4,750 cubic foot lined covered hopper cars, AAR mechanical designation LO, bearing identification numbers NAHX 485876-486020, both inclusive, such covered hopper cars being more fully described in Annex B to the CSA and being hereinafter referred to as the "Equipment".

Certain of NACC's rights under the CSA have been assigned to the Agent pursuant to an Agreement and Assignment dated as of June 15, 1980 (the "CSA Assignment").

The Lessee has agreed to Lease the Equipment from the Trustee pursuant to the terms of a Lease of Railroad Equipment dated as of June 15, 1980 (the "Lease"). Certain of the Trustee's rights under the Lease have been assigned to the Agent pursuant to an Assignment of Lease and Agreement dated as of June 15, 1980.

The parties hereto agree and confirm that, notwithstanding the identification number assigned to the Equipment, NACC has no right, title or interest in the Equipment except for such rights as are reserved to NACC pursuant to the CSA Assignment.

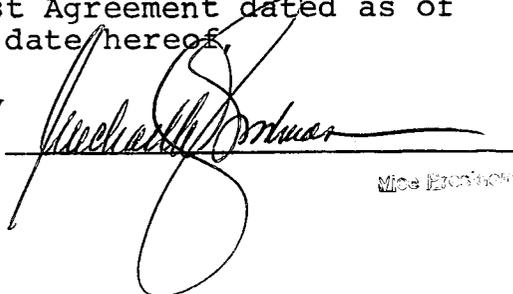
This Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by duly authorized officers as of the date first above written.

CARGILL, INC.,

by _____

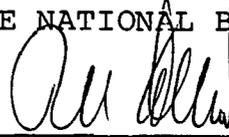
EXCHANGE NATIONAL BANK OF CHICAGO,
not in its individual capacity
but solely as Trustee under a
Trust Agreement dated as of
the date hereof.

by  _____

Michael H. Brown

LA SALLE NATIONAL BANK,

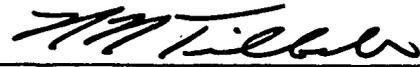
by



VICE PRESIDENT.

NORTH AMERICAN CAR CORPORATION,

by



STATE OF MINNESOTA,)
) ss.:
COUNTY OF ,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is of CARGILL, INC., a Delaware corporation, 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.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this 6 day of OCT 1980, before me personally appeared MICHAEL D. GOODMAN , to me personally known, who, being by me duly sworn, says that he is a ~~vice President~~ of EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.



Notary Public

[Notarial Seal]

My Commission expires
My Commission Expires December 13, 1983

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this _____ day of _____ 1980, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of NORTH AMERICAN CAR CORPORATION, a Delaware corporation, 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.

Notary Public

[Notarial Seal]

My Commission expires _____

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *6th* day of *October* 1980, before me personally appeared **R. K. WEBER**, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of LA SALLE NATIONAL BANK, a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.

Loretta Harris

Notary Public

[Notarial Seal]

My Commission expires _____

My Commission Expires July 12, 1984