

14436

RECORDATION NO. 14436 Filed 1425

SEP 28 1984 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP

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RECORDATION NO. 14436 B
September 28, 1984

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

No. 4-272A015
Date SEP 28 1984
Fee \$
RECORDATION NO. 14436 A
Filed 1425
SEP 28 1984 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

Dear Secretary:

ICC Washington, D C.

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:

- (1) a lease (comprised of a Lease of Railroad Equipment and a Lease Supplement thereto, each dated as of September 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 September 28, 1984) - a primary document.

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

(1) Lease

Lessor:

Dean Witter Rail Investors Limited Partnership
c/o Dean Witter Transportation Leasing Corporation
Two World Trade Center
15th Floor
New York, New York 10048

Lessee:

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

SEP 28 10 31 AM '84
MOTOR OPERATING UNIT
ICC OFFICE OF THE SECRETARY

Handwritten notes and signatures:
- Took back / Donut
- 4 County report
- [Signature]

2. Security Agreement

Owner:

Dean Witter Rail Investors Limited Partnership
c/o Dean Witter Transportation Leasing Corporation
Two World Trade Center
15th Floor
New York, New York 10048

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:

Seventy-nine (79) rail tank cars (59 of which were manufactured by Trinity Industries, Inc., and 20 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 4000
CRGX 4002
CRGX 4004 - 4035 (inclusive)
CRGX 4037 - 4048 (inclusive)
CRGX 4051 - 4053 (inclusive)
CRGX 4056
CRGX 4057
CRGX 4059
CRGX 4061 - 4063 (inclusive)
CRGX 4065
CRGX 4067 - 4089 (inclusive)

The documents provide that rail tank cars hereafter acquired by the owner and leased to Cargill, Incorporated will also be property covered by the security agreement and the lease, up to a total of three hundred forty (340) such rail tank cars.

A fee of \$100.00 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.

LEASE SUPPLEMENT NO. 1 SEP 28 1984 10 44 AM

Delivery Date: September 28, 1984

INTERSTATE COMMERCE COMMISSION

THIS LEASE SUPPLEMENT is executed and delivered to DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP ("Lessor") by CARGILL, INCORPORATED ("Lessee") pursuant to and in accordance with the Lease of Railroad Equipment dated as of August 15, 1984 between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Rail Cars covered by this Supplement consist of the items described in the Schedule attached hereto.

2. Lessee confirms that the Rail Cars covered hereby have been delivered to it in good working order and condition, and have been inspected and accepted by Lessee as of the Delivery Date set forth above.

3. The Purchase Price of each of the Rail Cars covered hereby is set forth in the Schedule attached hereto and the aggregate Purchase Price for such Rail Cars is \$3,281,848.36.

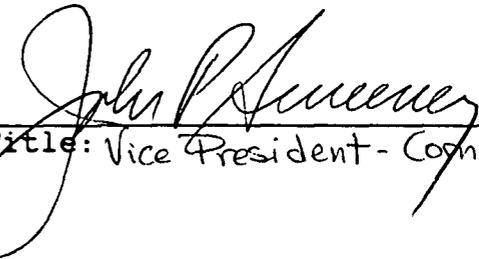
4. Lessee hereby: (a) confirms that the Rail Cars covered hereby are of the size, design, capacity and manufacture selected by it and meet the provisions of the applicable purchase agreement with the Manufacturer with respect thereto, (b) confirms that the Rail Cars have been marked in accordance with all of the provisions of § 6.1 of the Lease, (c) confirms that the Rail Cars appear to conform to the modifications, requirements and standards applicable thereto as provided in the Lease and (d) irrevocably accepts said Rail Cars "as-is, where-is" for all purposes of the Lease as of the Delivery Date as set forth above.

5. By the execution and delivery of this Supplement by Lessee, and the acceptance thereof by Lessor, Lessee and Lessor reaffirm all of the terms, provisions and conditions of the Lease.

6. This Lease Supplement may be executed in several counterparts, such counterparts together constituting but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart of this Lease Supplement other than the original counterpart which shall be identified as the counterpart containing the receipt therefor executed by the Trustee on or immediately following the signature page hereof.

IN WITNESS WHEREOF, Lessee has caused this Supplement to be duly executed by its duly authorized officer as of the Delivery Date as set forth above.

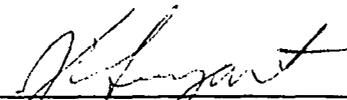
CARGILL, INCORPORATED

By 
Title: Vice President - Corn Milling Div

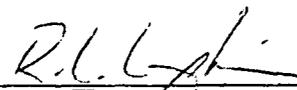
Accepted as of the Delivery Date set forth above:

DEAN WITTER RAIL INVESTORS
LIMITED PARTNERSHIP

By Dean Witter Transportation
Leasing Corporation, as
General Partner

By 
Title: Vice President

By CLC Investors, Inc.,
as General Partner

By 
Title: President

Schedule 1

<u>Descriptions, Quantity and Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>Purchase Price</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
59 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup, manufactured by Trinity Industries, Inc.	CRGX 4015	\$41,464.38	T-104	111A100W3	36-176-2
	CRGX 4024	\$41,464.38	(for all	(for all	(File #8402)
	CRGX 4052	\$41,464.38	listed Rail	listed Rail	(for all listed
	CRGX 4053	\$41,464.38	Tank Cars	Tank Cars	Rail Tank Cars
	CRGX 4056	\$41,464.38	manufactured	Manufac-	manufactured
	CRGX 4057	\$41,464.38	by Trinity	tured by	by Trinity
	CRGX 4062	\$41,464.38	Industries,	Trinity	Industries,
	CRGX 4068	\$41,464.38	Inc. and	Industries,	Inc.)
	CRGX 4002	\$41,465.57	Union Tank	Inc. and	
	CRGX 4009	\$41,465.57	Car Company)	Union Tank	
	CRGX 4017	\$41,465.57		Car Company)	
	CRGX 4018	\$41,465.57			
	CRGX 4059	\$41,465.57			
	CRGX 4061	\$41,465.57			
	CRGX 4063	\$41,465.57			
	CRGX 4065	\$41,465.57			
	CRGX 4067	\$41,465.57			
	CRGX 4069	\$41,465.57			
	CRGX 4005	\$41,465.37			
	CRGX 4006	\$41,465.37			
	CRGX 4008	\$41,465.37			
	CRGX 4011	\$41,465.37			
	CRGX 4026	\$41,465.37			
	CRGX 4028	\$41,465.37			
	CRGX 4034	\$41,465.37			
	CRGX 4037	\$41,465.37			
	CRGX 4038	\$41,465.37			
	CRGX 4039	\$41,465.37			
	CRGX 4040	\$41,465.37			
	CRGX 4041	\$41,465.37			
	CRGX 4042	\$41,465.37			
	CRGX 4043	\$41,465.37			
	CRGX 4044	\$41,465.37			
CRGX 4045	\$41,465.37				
CRGX 4046	\$41,465.37				
CRGX 4047	\$41,465.37				
CRGX 4048	\$41,465.37				
CRGX 4051	\$41,465.37				
CRGX 4004	\$41,475.27				
CRGX 4007	\$41,475.27				
CRGX 4019	\$41,475.27				
CRGX 4021	\$41,475.27				
CRGX 4033	\$41,475.27				

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<u>Descriptions, Quantity and Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>Purchase Price</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
	CRGX 4035	\$41,475.27			
	CRGX 4000	\$41,661.24			
	CRGX 4010	\$41,661.24			
	CRGX 4012	\$41,661.24			
	CRGX 4013	\$41,661.24			
	CRGX 4014	\$41,661.24			
	CRGX 4016	\$41,661.24			
	CRGX 4020	\$41,661.24			
	CRGX 4022	\$41,661.24			
	CRGX 4023	\$41,661.24			
	CRGX 4025	\$41,661.24			
	CRGX 4027	\$41,661.24			
	CRGX 4029	\$41,661.24			
	CRGX 4030	\$41,661.24			
	CRGX 4031	\$41,661.24			
	CRGX 4032	\$41,661.24			
20 Rail Tank Cars, 17,500 gallon capa- city each, lined to carry corn syrup, manu- factured by Union Tank Car Company	CRGX 4070	\$41,620.00			BD-36-100-18 (for all listed Rail Tank Cars manufactured by Union Tank Car Company)
	CRGX 4072	\$41,620.00			
	CRGX 4074	\$41,620.00			
	CRGX 4076	\$41,620.00			
	CRGX 4079	\$41,620.00			
	CRGX 4082	\$41,620.00			
	CRGX 4085	\$41,620.00			
	CRGX 4086	\$41,620.00			
	CRGX 4087	\$41,620.00			
	CRGX 4078	\$41,620.00			
	CRGX 4083	\$41,620.00			
	CRGX 4088	\$41,620.00			
	CRGX 4089	\$41,620.00			
	CRGX 4071	\$41,620.00			
	CRGX 4084	\$41,620.00			
	CRGX 4073	\$41,620.00			
	CRGX 4075	\$41,620.00			
	CRGX 4077	\$41,620.00			
	CRGX 4080	\$41,620.00			
	CRGX 4081	\$41,620.00			