



Bank of America

RECORDATION NO. 1 5557 *A*
FILED 1428

MAR 31 1988-3 40 PM

J. Richard Walsh
Senior Counsel

INTERSTATE COMMERCE COMMISSION

March 31, 1988

BY HAND

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-091A057

Date MAR 31 1988

Fee \$26.⁰⁰

ICC Washington, D. C.

RECORDATION NO. 5557
MAR 31 1988-3 40 PM
INTERSTATE COMMERCE COMMISSION
MAR 31 3 52 PM '88
ANTON...

Dear Ms. McGee:

On behalf of B.A. Leasing Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a primary document, not previously recorded, entitled Lease Intended for Security dated as of March 31, 1988, and four (4) copies of a related secondary document not previously recorded, entitled Acceptance Supplement dated as of March 31, 1988.

*New Number
and
- A*

The parties to the enclosed Lease Intended for Security are:

B.A. Leasing Corporation - Lessor
Two Embarcadero Center
10th Floor
San Francisco, CA 94111

and

Elders Grain, Inc. - Lessee
8717 West 110th Street
Suite 600
Overland Park, KS 66210

The enclosed Acceptance Supplement is executed by Elders Grain, Inc. as lessee.

The said Lease Intended for Security and Acceptance Supplement cover, among other things, the leasing of certain designated hopper cars by B.A. Leasing Corporation to Elders Grain, Inc. The units of equipment covered by the Lease Intended for Security and the

Consent of J. R. Walsh

March 31, 1988
Page Two

Acceptance Supplement are those hopper cars identified in the Acceptance Supplement, a copy of which is attached hereto.

Short summaries of the documents to appear in the ICC Index are as follows:

"Lease Intended for Security of covered hopper cars.

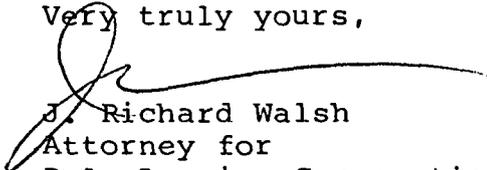
and

"Acceptance Supplement related to Lease Intended for Security."

Enclosed is a check in the amount of twenty six dollars (\$26) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Lease Intended for Security and the Acceptance Supplement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


J. Richard Walsh
Attorney for
B.A. Leasing Corporation

cc Allen H. Harrison
Matthew B. Gherlein
Dennis Dwyer

4653L

ACCEPTANCE SUPPLEMENT **MAR 31 1988-3 40 PM****INTERSTATE COMMERCE COMMISSION**

Reference is made to the Lease Intended for Security dated as of March 31, 1988, between Elders Grain, Inc., as Lessee, and B. A. Leasing Corporation, as Lessor. All capitalized terms used herein shall have the same meaning as such terms have in such Lease.

Lessee confirms that the following Units have been accepted by Lessee for leasing under the Lease, that such Units have become subject to and governed by the provisions of the Lease, and that Lessee is obligated to pay the rentals and all other sums provided for in the Lease with respect to such Units:

<u>Reporting Marks</u>	<u>Month and Year Built</u>	<u>Builder</u>	<u>Purchase Price</u>
LGIX 225-229	April 1974	Pullman	All Units built
LGIX 231-236	April 1974	Pullman	in 1974 --
LGIX 238-246	April 1974	Pullman	\$16,500 each
LGIX 248-258	April 1974	Pullman	
LGIX 260-271	April 1974	Pullman	
LGIX 273-274	April 1974	Pullman	
LGIX 315-349	May 1975	ACF IND.	All Units built
LGIX 351-364	May 1975	ACF IND.	in 1975 --
LGIX 366-374	May 1975	ACF IND.	\$18,000 each
LGIX 375-379	August 1979	ACF IND.	All Units built
LGIX 381-383	August 1979	ACF IND.	in 1979 --
LGIX 385-400	August 1979	ACF IND.	\$24,100 each
LGIX 402-407	August 1979	ACF IND.	
LGIX 409-427	August 1979	ACF IND.	
LGIX 429-459	August 1979	ACF IND.	
LGIX 461-484	March 1980	Trinity	All Units built
LGIX 487	April 1980	Trinity	in 1980 --
LGIX 488-494	March 1980	Trinity	\$25,400 each
LGIX 496-497	April 1980	Trinity	
LGIX 498-499	April 1980	Trinity	
LGIX 500-503	March 1980	Trinity	
LGIX 505-508	March 1980	Trinity	
LGIX 509	April 1980	Trinity	
LGIX 510	April 1980	Trinity	
LGIX 511	April 1980	Trinity	
LGIX 513-514	April 1980	Trinity	
LGIX 515	March 1980	Trinity	
LGIX 516-519	April 1980	Trinity	
LGIX 521-532	April 1980	Trinity	

<u>Reporting Marks</u>	<u>Month and Year Built</u>	<u>Builder</u>
LGIX 534-542	April 1980	Trinity
LGIX 544-559	April 1980	Trinity
LGIX 560-617	November 1980	ACF IND.
LGIX 619-660	November 1980	ACF IND.
LGIX 661	November 1980	ACF IND.
LGIX 662-674	November 1980	ACF IND.
LGIX 676-698	November 1980	ACF IND.
LGIX 699	November 1980	ACF IND.
LGIX 701-710	November 1980	ACF IND.
LGIX 711-714	November 1980	ACF IND.

CONTINUED PAGE 3

Total Purchase Price \$12,655,300.00

The Delivery Date in respect of such Units is March 31, 1988.

IN WITNESS WHEREOF, Lessee has executed this Acceptance Supplement as of the Delivery Date set forth above.

ELDERS GRAIN, INC.

By: [Signature]
Title: EXECUTIVE V.P.

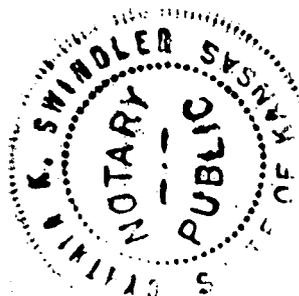
State of Kansas)
County of Johnson) SS.

BEFORE ME, the undersigned notary, on this day personally appeared HAROLD A. CARTER, to me personally known who, being by me dully sworn, says that he/she is a EXECUTIVE V.P. of Elders Grain, Inc. ("Company"), that the above Acceptance Supplement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Acceptance Supplement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 31st day of March, 1988.

Cynthia K. Swindler
Notary Public

My Commission Expires:
11/19/91



LGIX 715-719	November 1980	ACF IND.
LGTX 720	November 1980	ACF IND.
LGTX 722	November 1980	ACF IND.
LGTX 723	November 1980	ACF IND.
LGIX 725-726	November 1980	ACF IND.
LGIX 728	November 1980	ACF IND.
LGIX 729	November 1980	ACF IND.
LGIX 731	November 1980	ACF IND.
LGIX 733-749	November 1980	ACF IND.
LGIX 751-758	November 1980	ACF IND.
LGIA 760-782	November 1980	ACF IND.
LGIX 784-795	November 1980	ACF IND.
LGTX 797-798	November 1980	ACF IND.
LGIX 800-823	November 1980	ACF IND.
LGTX 825-834	November 1980	ACF IND.