

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N W

WASHINGTON, D. C. 20005-4006

TELEPHONE (202) 371-9500

TELECOPIER (202) 371-0900

June 28, 1991

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

17161-F
RECORDED BY FILED IN

JUN 28 1991 - 11 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are the original and one counterpart of Rail Car Acceptance and Equipment Schedule, dated June 28, 1991, a secondary document, relating to Purchase and Lease Agreement, dated as of December 31, 1990, among Cargill, Incorporated, a Delaware corporation, ("Lessee"), The CIT Group/Equipment Financing, Inc., a New York corporation, ("Lessor") and Helm Financial Corporation, a California corporation ("Seller"), a primary document recorded under Recordation No. 17161.

It is my understanding that the recordation number to be assigned to this new document, as described in the proceeding paragraph, will be: 17161-F.

The names and address of the parties to the document are as follows:

- LESSEE: Cargill, Incorporated
P.O. Box 5621
Minneapolis, MN 55440
- LESSOR: The CIT Group/Equipment Financing, Inc.
1400 Renaissance Drive
Suite 312
Park Ridge, IL 60068
- SELLER: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A general description of the railroad equipment covered by the enclosed document is attached hereto as Schedule A.

Mr. Maser
S. Strickland

DONELAN, CLEARY, WOOD & MASER, P. C.
The Honorable Sidney L. Strickland, Jr.
June 28, 1991
Page 2

The undersigned is the attorney-in-fact of Lessee, Lessor and Seller mentioned in the document and has knowledge of the matters set forth therein.

Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., 1275 K Street, N.W., Suite 850, Washington, DC 20005, or to the bearer hereof.

Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

Short summary of the document to appear in the index follows:

SECONDARY DOCUMENT:

Rail Car Acceptance and Equipment Schedule, dated June 28, 1991, relating to the Purchase and Lease Agreement, dated as of December 31, 1990, recorded under Recordation No. 17161, among Cargill, Incorporated, ("Lessee"), The CIT Group/Equipment Financing Inc. ("Lessor") and Helm Financial Corporation ("Seller"), relating to 11 rebuilt 100 ton roller bearing 4750 aluminum covered hopper railcars bearing Lessee's Identification Nos. CLSX 112, 130, 133, 202, 208, 223, 228, 234, 240, 243, and 257.

Very truly yours,

CARGILL, INCORPORATED
THE CIT GROUP/EQUIPMENT
FINANCING INC.
HELM FINANCIAL CORPORATION

By 

John K. Maser III
Attorney-in-Fact

004/FS
Attachments

Interstate Commerce Commission
Washington, D.C. 20423

6/28/91

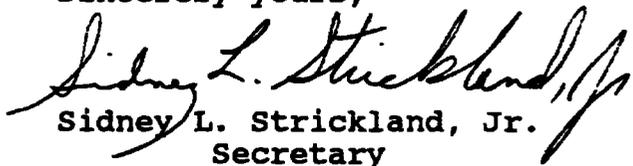
OFFICE OF THE SECRETARY

John K Maser III
Donelan, Cleary, Wood & Maser
1275 K Street N.W.
Washington, D.C. 20423

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 6/28/91 at 11:15pm, and assigned recordation number(s). 17161-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

Schedule A

Eleven (11) rebuilt 100 ton roller bearing 4750 aluminum covered hopper Rail Cars accepted on May 31, 1991.

<u>New Reporting Mark Car Number</u>	<u>Previous Number</u>	<u>Original Reporting Car Number</u>
CLSX 112	SBD 248990	SAL 35045
CLSX 130	SBD 249052	SAL 35107
CLSX 133	SBD 249068	SAL 35123
CLSX 202	SBD 248754	LN 250005
CLSX 208	SBD 248769	LN 250028
CLSX 223	SBD 248811	LN 250092
CLSX 228	-	LN 250004
CLSX 234	-	LN 250023
CLSX 240	-	LN 250051
CLSX 243	-	LN 250059
CLSX 257	-	LN 250094

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, John K. Maser III, a member of the Bar of the District of Columbia, do hereby certify that I have compared the attached copy of the document entitled "Rail Car Acceptance and Equipment Schedule" executed by Cargill, Incorporated, as Lessee, with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 28th day of June, 1991.

John K. Maser III

Subscribed and sworn to before me this 28th day of June, 1991.

Diane G Haussein
Notary Public - D.C.

My Comm. Expires September 30, 1991