

RECORDATION NO. 17189-G FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

OCT 15 '98

2-37 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

October 15, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Fourth Amendment to Lease, dated as of September 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease duly filed with the Commission under Recordation Number 17189

The names and addresses of the parties to the enclosed document are:

Lessee: Cargill, Inc
400 South Highway 169
St. Louis Park, Minnesota 55426

Lessor: GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06930

A description of the railroad equipment covered by the enclosed document is set forth in the Fourth Amendment to the Lease

Counterparts - Betty Qua

Mr Vernon A Williams
October 15, 1998
Page 2

Also enclosed is a check in the amount of \$26 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



for Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 10/15/98

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

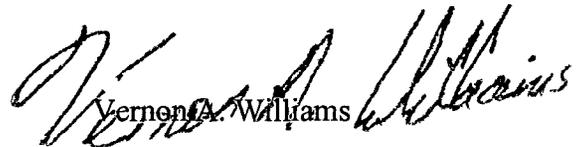
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/15/98 at 2:37 PM , and

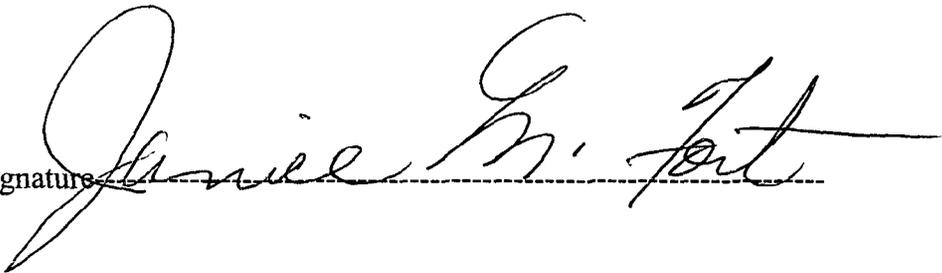
assigned recordation number(s). 11396-G, 12864-G, 12985-G, 13154-E, 13231-E,
17189-G, 17189-H, 18722-F and 20036-D.

Sincerely Yours,


Vernon A. Williams

Enclosure(s)
234.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____


FOURTH AMENDMENT TO LEASE

OCT 15 '98

2-37 PM

This Fourth Amendment dated as of September 30, 1998, is made and entered by and between CARGILL, INC., a Delaware corporation, ("Lessee") and GWI LEASING CORPORATION, a Delaware corporation, ("Lessor").

WHEREAS, AKZO Salt, Inc. ("AKZO") and Lessor entered into a Lease dated July 1, 1990 (the "Lease"), which was subsequently amended on December 21, 1990, on July 20, 1991, and on December 1, 1991; and

WHEREAS, in 1997, AKZO assigned its interest as lessee to Lessee; and

WHEREAS, Lessor and Lessee now desire to further amend the Lease, as amended, by deleting one of the Cars from Equipment Addendum I to the Lease, and by deleting Equipment Addendum III to the Lease; and

WHEREAS, Lessor and Lessee desire to execute the Fourth Amendment to Lease to effect the foregoing.

NOW, THEREFORE, in consideration of the foregoing mutual premises and one dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Equipment Addendum I to the Lease is hereby amended by deleting therefrom the following Cars due to the casualty of such Cars during the term of the Lease:

GWIX 4019; GWIX 4066; GWIX 4105; GWIX 4115; and GWIX 30027

2. Equipment Addendum II to the Lease is hereby amended by deleting therefrom the following Cars due to the casualty of such Cars during the term of the Lease:

GWIX 10054; GWIX 10069; and GWIX ~~10069~~10198

3. Equipment Addendum III - First Revision to the Lease is hereby deleted in its entirety, and is consequently no longer a part of the Lease as of the date hereof.

4. All references in the Lease to "AKZO Salt, Inc." shall be replaced by "Cargill Inc."

5. Notwithstanding anything in the First Amendment to the Lease to the contrary, "GWI Railcar, Inc." was not the former name of "GWI Leasing Corporation", and was consequently never the Lessor under the Lease, by name change or otherwise, and, in fact, "GWI Railcar Inc." was a mistaken reference to "GWI Leasing Corporation."

6. All other terms and conditions of the Lease, as amended by the First Amendment, Amendment Number Two, the Third Amendment and this Fourth Amendment shall remain in full force and effect.

7. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original by all, and of which together shall constitute one of the same Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Fourth Amendment to Lease as of the 30th day of September, 1998.

CARGILL, INC.

GWI LEASING CORPORATION

By: [Signature]

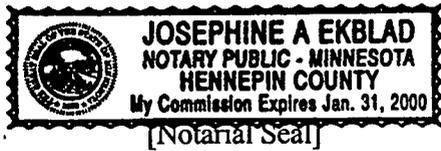
By: _____

Title: Div. Transp. mgr

Title: _____

STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 30th day of September, 1998, before me personally appeared, _____, to me personally known, who being by me duly sworn, says that s/he is a _____ of CARGILL, INC., a _____ corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on _____, 19____, on behalf of said association by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



[Signature]
Notary Public

My commission expires: 1/31/2000

STATE OF _____, COUNTY OF _____, TO WIT:

On this ____ day of _____, 19____, before me personally appeared, _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of GWI LEASING CORPORATION, a _____ corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on _____, 19____, on behalf of said association by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

[Notarial Seal]

My commission expires:

7. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original by all, and of which together shall constitute one of the same Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Fourth Amendment to Lease as of the 30th day of September, 1998.

CARGILL, INC.

GWILEASING CORPORATION

By: _____

By: [Signature]

Title: _____

Title: Treasurer

STATE OF _____, COUNTY OF _____, TO WIT:

On this ____ day of _____, 19__, before me personally appeared, _____, to me personally known, who being by me duly sworn, says that s/he is a _____ of CARGILL, INC., a _____ corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on _____, 19__, on behalf of said association by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF CONNECTICUT, COUNTY OF FALLFIELD, TO WIT:

On this 29th day of SEPT, 1998 before me personally appeared, MW Hestings to me personally known, who being by me duly sworn, says that s/he is the Treasurer of GWILEASING CORPORATION, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on SEPT 29, 1998 on behalf of said association by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said association

[Signature]

Notary Public

[Notarial Seal]

My commission expires

VIRGINIA M. REEVES
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2003

7. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original by all, and of which together shall constitute one of the same Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Fourth Amendment to Lease as of the 30th day of September, 1998.

CARGILL, INC.

GWI LEASING CORPORATION

By: [Signature]

By: [Signature]

Title: Div. Transp. Mgr

Title: Treasurer

STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 30th day of September, 1998, before me personally appeared, _____, to me personally known, who being by me duly sworn, says that s/he is a _____ of CARGILL, INC., a _____ corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on _____, 19____, on behalf of said association by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



[Notarial Seal]

Josephine A. Ekblad
Notary Public

My commission expires: 1/31/2000

STATE OF CONNECTICUT, COUNTY OF FAIRFIELD, TO WIT:

On this 29th day of Sept, 1998 before me personally appeared, MW Hays to me personally known, who being by me duly sworn, says that ~~she~~ is the Treasurer of **GWI LEASING CORPORATION**, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on 29 Sept, 1998 on behalf of said association by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Signature]
Notary Public

[Notarial Seal]

My commission expires:

VIRGINIA M. REEVES
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR 31 2003

District of Columbia)
)
City of Washington) ss

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Fourth Amendment to Lease", dated as of September 30, 1998 between Cargill, Inc, as Lessee and GWI Leasing Corporation, as Lessor, is a true and complete copy of the original thereof

Certified this 21st day of October, 1998



Kim L. Bartman

NOTARY PUBLIC

My commission expires 3-31-2000