

LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 570

1707 L STREET, N.W.

WASHINGTON, D. C. 20036

(202) 785-3700

FACSIMILE: (202) 659-4934

RECORDATION NO. 21413-A FILED

MAY 15 '98

3-54 PM

THOMAS M. AUCHINCLOSS, JR.  
LEO C. FRANEY  
JOHN D. HEFFNER  
KEITH G. O'BRIEN  
BRYCE REA, JR.  
BRIAN L. TROLANO  
ROBERT A. WIMBISH

DONALD E. CROSS (1923-1986)

BY HAND

May 15, 1998

Ms. Janice Fort  
Equipment Recordation Office  
Surface Transportation Board  
1925 K Street, N.W. - Room 704  
Washington, D.C. 20423

RE: Caldwell-Baker Company - Assignor  
NationsBank, NA - Assignee

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11301 is the following document:

A conforming copy of the "Memorandum of Assignment of Lease for Security Interest Only," dated May 13, 1998 -- a secondary document as defined in the Board's Rules for Recordation of Documents under 49 CFR § 1177. The names and addresses of the parties to this assignment agreement are as follows:

Assignor: Caldwell-Baker Company  
5250 W. 94th Terrace  
Prairie Village, KS 66207

Assignee: NationsBank, NA  
14 West 10th Street  
Kansas City, MO 64105

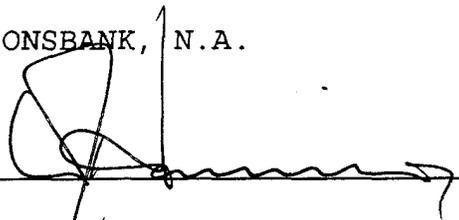
A description of the railroad equipment covered by the Memorandum of Assignment of Lease for Security Interest Only is fully set forth in the Assignment Agreement and particularly at Exhibit A-1 of the Assignment Agreement.

*Chen Terparts - Robert C. Windisch*

Agreement" (executed and dated as of May 13, 1998), and especially as relates to Section 2-A of the Security Agreement, between Assignor and Assignee, and neither expands upon nor limits the rights and obligations under this Assignment of Lease.

NATIONSBANK, N.A.

BY:



TITLE:

Vice President

CALDWELL-BAKER COMPANY

BY:



TITLE:

Print

**EXHIBIT A-1**

(110 RFMX MARKED RAILCARS LEASED TO COLUMBIA GRAIN)

	E	F	G
1	51001	464752	464905
2	51004	464756	464906
3	54750	464762	464908
4	464041	464766	464910
5	464112	464777	464911
6	464137	464783	464913
7	464168	464784	464914
8	464175	464787	464915
9	464177	464788	
10	464192	464801	
11	464193	464807	
12	464197	464808	
13	464202	464810	
14	464208	464812	
15	464212	464816	
16	464233	464818	
17	464242	464820	
18	464249	464822	
19	464260	464824	
20	464280	464825	
21	464286	464826	
22	464307	464828	
23	464316	464831	
24	464360	464833	
25	464361	464834	
26	464370	464836	
27	464376	464839	
28	464402	464841	
29	464405	464848	
30	464410	464853	
31	464411	464855	
32	464417	464860	
33	464456	464864	
34	464470	464869	
35	464590	464871	
36	464605	464873	
37	464636	464876	
38	464653	464879	
39	464696	464880	
40	464703	464882	
41	464713	464884	
42	464727	464886	
43	464731	464889	
44	464732	464890	
45	464733	464894	
46	464735	464895	
47	464736	464897	
48	464737	464899	
49	464739	464900	
50	464740	464901	
51	464746	464902	

State of Kansas )  
County of Johnson )

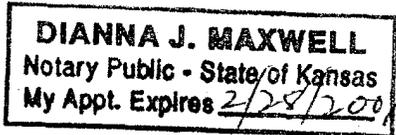
On this 13<sup>th</sup> day of May, 1998, before me appeared Carle Baker, Jr. to me personally known, who being by me duly sworn, did say that he is the President of Caldwell-Baker Company, a corporation organized under the laws of the State of Kansas, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said officers acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Term expires:

*2/28/2001*

*Dianna Maxwell*  
Notary Public



Janice Fort  
May 15, 1998  
Page Two

A short summary of the enclosed document to appear in the Board's index is as follows:

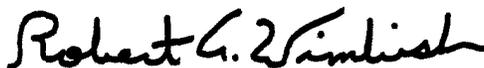
Memorandum of Assignment of Lease for Security Interest Only dated May 13, 1998, between (1) Caldwell-Baker Company (Assignor) and (2) NationsBank, NA (Assignee), amending and supplementing the Lease Agreement by and between Caldwell-Baker Company (Lessor) and Columbia Grain International, Inc. (Lessee) dated August 15, 1998.

The enclosed instrument should be recorded as STB Recordation Number \_\_\_\_\_.

A recordation fee of \$26.00 is enclosed.

Please let me know if you need anything else.

Sincerely Yours,



Robert A. Wimbish

Enclosures

cc: William J. Hornung

MAY 15 '98

3-54 PM

MEMORANDUM OF ASSIGNMENT OF LEASE  
FOR SECURITY INTEREST ONLY

Memorandum of Assignment of Lease for Security Interest Only (hereafter, "Assignment" or "Assignment of Lease") made and entered into as of May 13<sup>th</sup>, 1998, 1998 by and between Caldwell-Baker Company, a Delaware corporation ("Assignor"), and NationsBank, N.A., a national bank with offices at 14 West 10<sup>th</sup> Street, Kansas City, Missouri ("Assignee").

WITNESSETH:

WHEREAS, Assignor, as Lessor, has leased to Columbia Grain International, Inc. ("Lessee") two-hundred and twenty-three (223) 4,740-4,785 cubic foot, 100 ton, through hatch, gravity discharge, covered hopper cars (as specifically identified in Exhibit A to a Lease Agreement by and between Assignor and Lessee executed and dated as of August 15, 1997 -- hereafter, "the Lease"). The above-described cars shall be referred to hereafter as "the Railcars."

WHEREAS, Assignee for Lease has entered into certain financial arrangements with Assignor whereby, for good and valuable consideration and as security for certain funds that Assignee has agreed to lend to Assignor, Assignor has agreed to convey to Assignee all of Assignor's right title and interest in the Lease (but only upon an Event of Default as defined in paragraph 4 of the "Security Agreement" -- as the term "Security Agreement" is described below -- and only with respect to a selected number of the Railcars as is specifically listed in Exhibit A-1, attached hereto), the Lease is being assigned by Assignor to Assignee.

NOW, THEREFORE, know all persons by these presents that effective May 13, 1998, Assignor has assigned to Assignee for security purposes only, and Assignee has accepted and assumed all the rights, responsibilities and obligations of the Assignor under the Lease (and as relates only to a select group of the Railcars identified in Exhibit A-1) arising on and after May 13, 1998. Further, the subject assignment, shall be recorded with the Surface Transportation Board in Washington, D.C.

FURTHER, Assignor will retain all of its rights and interest in the above-described railcar lease unless and until Assignor is in default under paragraph 4 of the "Security Agreement" (as the term "Security Agreement" is defined below).

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective corporate officers with an effective date as first above written.

This Memorandum of Assignment of Lease for Security Interest Only is further documentation of a transaction entitled "Security

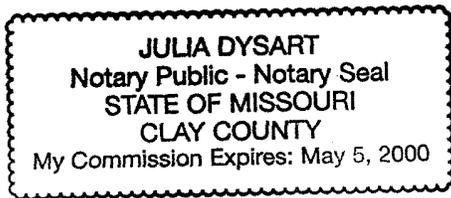
State of Missouri )  
County of Jackson )

On this 14th day of May, 1997, before me appeared William J. Hornung to me personally known, who being by me duly sworn, did say that he is the Vice President of NationsBank, a corporation organized under the laws of the United States of America, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said directors acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Term expires: *May 5, 2000*

*Julia Dysart*  
\_\_\_\_\_  
Notary Public



**AFFIDAVIT**

City of Washington )  
                          ) ss.  
District of Columbia)

Robert A. Wimbish, being duly sworn according to the law,  
deposes and states as follows:

1. I am submitting for recordation with the Surface  
Transportation Board the attached copy of a "Memorandum of  
Assignment of Lease for Security Interest Only" dated as of May  
13, 1998, by and between Caldwell-Baker Company ("Assignor") and  
NationsBank, NA ("Assignee").

2. I have compared the attached copy with the original  
document, and I have found the attached copy to be complete and  
identical in all respects to the original document.

Robert A. Wimbish  
(Signature)

Robert A. Wimbish  
(Printed or Typed)

Subscribed and sworn to before me, a Notary Public, in  
and for the City of Washington, District of Columbia, this 15th  
day of May, 1998.

My Commission expires:

03/31/2001

Maya Roberts  
(Notary Public)