

RECORDATION NO. 21413 B FILED 2-25

MAY 17 '99 2-58 PM

LAW OFFICES  
REA, CROSS & AUCHINCLOSS  
SUITE 570  
1707 L STREET, N.W.  
WASHINGTON, D. C. 20036  
(202) 785-3700  
FACSIMILE: (202) 659-4934

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

DONALD E. CROSS (1923-1986)

BY HAND

May 17, 1999

Ms. Taledia Stokes  
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. Stokes:

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

A conforming copy of the "First Supplement to the Memorandum of Assignment of Lease for Security Interest Only," dated May 13, 1999 -- 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 First Supplement to Memorandum of Assignment of Lease for Security Interest Only is fully set forth at Exhibit A-1 of the attached instrument.

*Robert A. Wimbish*

Taledia Stokes  
May 17, 1999  
Page Two

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

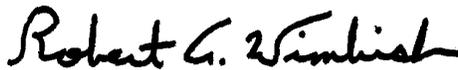
First Supplement to the Memorandum of Assignment of Lease for Security Interest Only dated May 13, 1999, between (1) Caldwell-Baker Company (Assignor) and (2) NationsBank, NA (Assignee), further amending and supplementing the Lease Agreement by and between Caldwell-Baker Company (Lessor) and Columbia Grain International, Inc. (Lessee) dated August 15, 1998.

The enclosed instrument should be recorded as STB Recordation Number 21413-B.

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 17 '99

2-58 PM

FIRST SUPPLEMENT TO THE  
MEMORANDUM OF ASSIGNMENT OF LEASE  
FOR SECURITY INTEREST ONLY

First Supplement to the Memorandum of Assignment of Lease for Security Interest Only (hereafter, "Supplemental Assignment" or "Supplemental Assignment of Lease") made and entered into as of May 13, 1999 by and between Caldwell-Baker Company, a Delaware corporation ("Assignor"), and NationsBank, N.A., a national bank with offices at 14 West 10th Street, Kansas City, MO ("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 has previously 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. See, Memorandum of Assignment of Lease for Security Interest Only, made and entered into as of May 13, 1998.

WHEREAS, Assignee has, subsequent to the execution of the above-listed Memorandum of Assignment of Lease (STB Recordation Number 21413-A), entered into additional financial arrangements with Assignor, whereby, for good and valuable consideration and as security for certain new funds that Assignee has agreed to lend Assignor, Assignor has agreed to extend to Assignee, pursuant to the provisions of the parties' original Memorandum of Assignment of Lease for Security Interest Only, an interest in an additional 100 Railcars not designated in Exhibit A-1 of the parties' original assignment agreement.

NOW, THEREFORE, know all persons by these presents that effective May 13, 1999, 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 (as relates only to a select group of the Railcars identified in both of the attached Exhibits A-1 and CB

JH

**100 CARS LEASED TO COLUMBIA GRAIN THAT BANK OF BLUE VALLEY HAS LIEN ON  
WHICH WILL BE GIVEN TO NATIONS**

|     | A      | B  | C  | D  |
|-----|--------|----|----|----|
| 359 | 464726 | BV | BG | CG |

A-2) arising on and after May 13, 1999. Further, the subject supplemental 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 series of transactions documented pursuant to an instrument entitled "Security Agreement" (executed and dated as of May 13, 1998) and a supplemental instrument entitled "First Supplement to Security Agreement" (executed and dated as of May 13, 1999). Neither the aforementioned Security Agreement nor the First Supplement to Security Agreement expands upon nor limits the rights and obligations under this Supplemental Assignment of Lease.

NATIONSBANK, N.A.

CALDWELL-BAKER COMPANY

BY: \_\_\_\_\_

BY: \_\_\_\_\_

TITLE: \_\_\_\_\_

TITLE: \_\_\_\_\_

CS

U

State of Kansas )  
County of Johnson )

On this 13<sup>th</sup> day of May, 1999, 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, corporation organized under the laws of the State of Delaware, 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:

Katherine P. King  
Notary Public

**Katherine P. King**  
**Notary Public**  
**State of Kansas**  
My Appt. Exp. 9/8/2002

CB

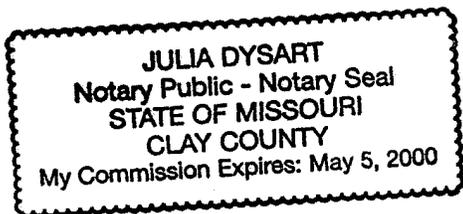
State of Missouri )  
County of Jackson )

On this 13<sup>th</sup> day of May, 1999, 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



(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 |        |



**100 CARS LEASED TO COLUMBIA GRAIN THAT BANK OF BLUE VALLEY HAS LIEN ON WHICH WILL BE GIVEN TO NATIONS**

|     | A      | B    | C     | D      |
|-----|--------|------|-------|--------|
| 1   | CAR    | LIEN | OWNER | LESSEE |
| 3   | 464215 | BV   | BG    | CG     |
| 6   | 464219 | BV   | BG    | CG     |
| 7   | 464220 | BV   | BG    | CG     |
| 8   | 464221 | BV   | BG    | CG     |
| 12  | 464226 | BV   | BG    | CG     |
| 15  | 464231 | BV   | BG    | CG     |
| 18  | 464235 | BV   | BG    | CG     |
| 26  | 464244 | BV   | BG    | CG     |
| 28  | 464246 | BV   | BG    | CG     |
| 30  | 464269 | BV   | BG    | CG     |
| 34  | 464273 | BV   | BG    | CG     |
| 35  | 464274 | BV   | BG    | CG     |
| 40  | 464283 | BV   | BG    | CG     |
| 41  | 464284 | BV   | BG    | CG     |
| 45  | 464290 | BV   | BG    | CG     |
| 56  | 464302 | BV   | BG    | CG     |
| 64  | 464313 | BV   | BG    | CG     |
| 66  | 464315 | BV   | BG    | CG     |
| 67  | 464317 | BV   | BG    | CG     |
| 76  | 464340 | BV   | BG    | CG     |
| 84  | 464349 | BV   | BG    | CG     |
| 98  | 464364 | BV   | BG    | CG     |
| 98  | 464366 | BV   | BG    | CG     |
| 103 | 464374 | BV   | BG    | CG     |
| 108 | 464380 | BV   | BG    | CG     |
| 111 | 464385 | BV   | BG    | CG     |
| 114 | 464397 | BV   | BG    | CG     |
| 116 | 464400 | BV   | BG    | CG     |
| 118 | 464407 | BV   | BG    | CG     |
| 124 | 464423 | BV   | BG    | CG     |
| 125 | 464424 | BV   | BG    | CG     |
| 127 | 464428 | BV   | BG    | CG     |
| 135 | 464438 | BV   | BG    | CG     |
| 138 | 464442 | BV   | BG    | CG     |
| 143 | 464450 | BV   | BG    | CG     |
| 148 | 464455 | BV   | BG    | CG     |
| 149 | 464457 | BV   | BG    | CG     |
| 150 | 464459 | BV   | BG    | CG     |
| 151 | 464460 | BV   | BG    | CG     |
| 160 | 464473 | BV   | BG    | CG     |
| 165 | 464478 | BV   | BG    | CG     |
| 167 | 464480 | BV   | BG    | CG     |
| 168 | 464481 | BV   | BG    | CG     |
| 174 | 464493 | BV   | BG    | CG     |
| 178 | 464498 | BV   | BG    | CG     |
| 179 | 464498 | BV   | BG    | CG     |
| 181 | 464501 | BV   | BG    | CG     |
| 200 | 464520 | BV   | BG    | CG     |
| 206 | 464530 | BV   | BG    | CG     |

The Baker Group L.L.C. Confidential

3/26/99



**100 CARS LEASED TO COLUMBIA GRAIN THAT BANK OF BLUE VALLEY HAS LIEN ON WHICH WILL BE GIVEN TO NATIONS**

|     | A      | B  | C  | D  |
|-----|--------|----|----|----|
| 210 | 464536 | BV | BG | CG |
| 215 | 464542 | BV | BG | CG |
| 234 | 464564 | BV | BG | CG |
| 239 | 464570 | BV | BG | CG |
| 241 | 464572 | BV | BG | CG |
| 242 | 464574 | BV | BG | CG |
| 246 | 464579 | BV | BG | CG |
| 248 | 464582 | BV | BG | CG |
| 249 | 464583 | BV | BG | CG |
| 252 | 464587 | BV | BG | CG |
| 257 | 464596 | BV | BG | CG |
| 258 | 464597 | BV | BG | CG |
| 261 | 464602 | BV | BG | CG |
| 262 | 464603 | BV | BG | CG |
| 263 | 464604 | BV | BG | CG |
| 264 | 464606 | BV | BG | CG |
| 271 | 464614 | BV | BG | CG |
| 272 | 464615 | BV | BG | CG |
| 273 | 464616 | BV | BG | CG |
| 278 | 464621 | BV | BG | CG |
| 281 | 464625 | BV | BG | CG |
| 285 | 464628 | BV | BG | CG |
| 286 | 464630 | BV | BG | CG |
| 295 | 464644 | BV | BG | CG |
| 296 | 464645 | BV | BG | CG |
| 298 | 464648 | BV | BG | CG |
| 300 | 464651 | BV | BG | CG |
| 303 | 464655 | BV | BG | CG |
| 308 | 464662 | BV | BG | CG |
| 310 | 464664 | BV | BG | CG |
| 311 | 464666 | BV | BG | CG |
| 313 | 464668 | BV | BG | CG |
| 315 | 464671 | BV | BG | CG |
| 317 | 464674 | BV | BG | CG |
| 318 | 464675 | BV | BG | CG |
| 320 | 464677 | BV | BG | CG |
| 324 | 464681 | BV | BG | CG |
| 325 | 464682 | BV | BG | CG |
| 327 | 464684 | BV | BG | CG |
| 328 | 464686 | BV | BG | CG |
| 329 | 464687 | BV | BG | CG |
| 331 | 464690 | BV | BG | CG |
| 334 | 464695 | BV | BG | CG |
| 336 | 464699 | BV | BG | CG |
| 339 | 464702 | BV | BG | CG |
| 342 | 464707 | BV | BG | CG |
| 343 | 464708 | BV | BG | CG |
| 345 | 464710 | BV | BG | CG |
| 350 | 464716 | BV | BG | CG |
| 352 | 464718 | BV | BG | CG |

**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 "First Supplement to  
the Memorandum of Assignment of Lease for Security Interest Only"  
dated as of May 13, 1999, 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 17th  
day of May, 1999.

My Commission expires: 03/31/2001

Mary P. Roberson  
(Notary Public)