

0100581022

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FAIRFAX, VA 22030-7429

30 WEST PATRICK STREET
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE
TOWSON, MD 21204-3965

1450 G STREET, N.W.
WASHINGTON, D.C. 20005-2001

March 31, 1995 9338

JOHN A. STALFORT
410-385-3424

via FEDERAL EXPRESS

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mrs. Janice Fort

Re: Our File No.: 258-1510

Dear Mrs. Fort:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. §22303 are one original and one notarized copy of the following document:

Memorandum of Equipment Lease dated March 31, 1995 between The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and Continental Grain Company (227 Park Avenue, New York, New York 10172).

I have also enclosed a check in the amount of \$21.00 to cover the recordation costs.

Once this document has been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, A Professional Corporation, 10 Light Street, 9th Floor, Baltimore, Maryland 21202.

Thank you for your prompt attention to this matter. If you have any questions, please call me.

Sincerely,



Michele E. Sperato
Secretary to John A. Stalfort



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/3/95

Office Of The Secretary

John A. Stalfort, Esquire
Miles & Stockbridge
10 Light Street, 9th Floor
Baltimore, MD., 21202

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 4/3/95 at 10:55AM, and assigned recordation number(s) 15557-G, 19338 and 19339.

Sincerely yours,

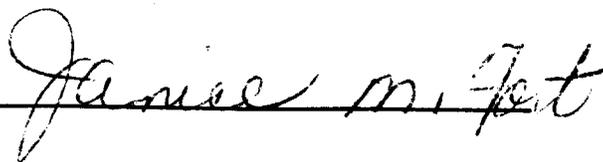

Vernon A. Williams
Secretary

Enclosure(s)

(0100581023)
(0100581022)
(0100581024)

\$ 63.60 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature _____



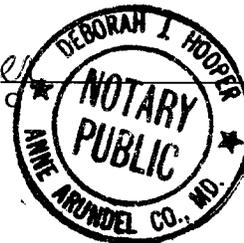
19338

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Memorandum of Equipment Lease is a true and complete copy of said Memorandum of Equipment Lease.

WITNESS my hand and seal this 31st day of March, 1995.

Deborah J. Hooper
Notary Public



My Commission Expires: 7/27/98

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THE FIRST NATIONAL BANK OF MARYLAND

MEMORANDUM OF EQUIPMENT LEASE

dated as of March 31, 1995

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

CONTINENTAL GRAIN COMPANY,

as Lessee

**FILED WITH THE INTERSTATE COMMERCE
COMMISSION PURSUANT TO 49 U.S.C. § 11303
ON MARCH 31, 1995 AT __ A.M.
RECORDATION NUMBER _____**

MEMORANDUM OF EQUIPMENT LEASE

THIS MEMORANDUM OF EQUIPMENT LEASE is made and entered into as of March 31, 1995 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and CONTINENTAL GRAIN COMPANY, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, 529 covered hopper cars, all as more particularly described in that certain Equipment Lease dated as of March 31, 1995 (the "Lease"), between Lessor and Lessee, and in Exhibit A attached hereto.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND
Lessor

By: Richard M. Foho

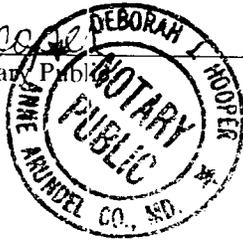
CONTINENTAL GRAIN COMPANY
Lessee

By: William H. [Signature]

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 31st day of March, 1995 before me personally appeared, Richard M. Foho, to me personally known, who being by me duly sworn, says that he is a Asst. Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Deborah J. Hood
Notary Public



[Notarial Seal]

My commission expires: 7/27/98

STATE OF Maryland, ^{City} COUNTY OF Baltimore, TO WIT:

On this 31st day of March, 1995 before me personally appeared Rodman Kober to me personally known, who being by me duly sworn, says that he is the Vice President of Continental Grain Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah J Hooper
Notary Public



[Notarial Seal]

My commission expires: 7/27/98

A:FN151010.LSE/Cont.Grain#2(Frib.)/Disk1/cmr

DESCRIPTION OF RAILCARS

Five hundred twenty-nine (529) covered hopper railcars bearing reporting marks as follows:

Car Numbers and Marks:

LCGX 225-229

231-236

238-241

243-246

248-249

251-258

260-271

273-274

315-349

351-364

366-374

375-379

381-383

385-400

402-407

409-427

429-459

461-484

488-494

500-503

506-508

515

487

496-497

498-499

509-511

513-514

516-519

521-532

534-542

544-552

554-559

560-611

613-617

619-629

631-674

676-699

701-720

722-723

725-726

728-729

731

LCGX 733-749
751-758
760-782
784-795
797-798
800-821
823
825-834
2000