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Counterparts — Mary A Oster

RECORDATION NO. 19116 FILED 1425

DEC 22 1994 -11 00 AM

INTERSTATE COMMERCE COMMISSION

December 22, 1994

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed is a Memorandum of Lease dated 11/30/94 between the following parties:

Lessor: Southern Illinois Railcar Company
One Mark Twain Bank Plaza
Edwardsville, IL 62025

Lessee: Continental Grain Company
222 South Riverside Plaza
Chicago, IL 60606

The equipment involved in this transaction is listed on Exhibits A, A-1, B, C, and D to the lease.

Please record this agreement as a primary document. The filing fee of $21 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

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

Office Of The Secretary

Mary Ann Oster
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD. 21771

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 12/22/94 at 11:00AM, and assigned recordation number(s). 19116 and 19116-A.

Sincerely yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

(0100463043)

$ 42.00 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 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 Janice M. Fort

RECORDATION NO. 19116 FILED 1425
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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum"), dated as of November 30, 1994, is made by and between SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, with its chief executive office and principal place of business at One Mark Twain Bank Plaza, Suite 225, Edwardsville, Illinois 62025 ("SIRC"), and CONTINENTAL GRAIN COMPANY, a Delaware corporation, with an office at 222 South Riverside Plaza, Suite 2600, Chicago, Illinois 60606 ("CGC").

SIRC and CGC hereby state the following:

1. SIRC, as lessor, and CGC, as lessee, are parties to that certain Railcar Lease Agreement dated as of July 20, 1994, pursuant to which SIRC agreed to lease covered hopper railcars (the "Leased Railcars") to CGC (the "Lease"), including three hundred (300) permanent Leased Railcars (the "Permanent Leased Railcars") which SIRC must use its best efforts to deliver by June 1, 1995. The Leased Railcars shall be delivered to CGC from time to time, and this Memorandum may be supplemented to identify the Leased Railcars on or about the time or times of delivery thereof.

2. The term of the Lease with respect to any Permanent Leased Railcar shall commence on the delivery date of such Permanent Leased Railcar and the term with respect to all Permanent Leased Railcars shall expire ten (10) years from the average delivery date of all Permanent Leased Railcars.

3. As of November 30, 1994, the Leased Railcars consist of the covered hopper railcars set forth on Exhibit A attached hereto.

4. From time to time, some or all of the covered hopper railcars listed on Exhibits B, C and/or D may be delivered to CGC and serve as Leased Railcars under the Lease.

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

WITNESS:

SOUTHERN ILLINOIS RAILCAR COMPANY

By: _____ (SEAL)
Fred L. Parsons
President

STL-304537

(Signature page of MEMORANDUM OF LEASE by and between SOUTHERN ILLINOIS RAILCAR COMPANY and CONTINENTAL GRAIN COMPANY for CONTINENTAL GRAIN COMPANY)

WITNESS:

CONTINENTAL GRAIN COMPANY

By: _____ (SEAL)
Name: Rodman Cober
Title: Vice President

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Exhibit A

See attached pages.

STATE OF ILLINOIS)
) SS:
COUNTY OF Madison)

On this 20th day of December, 1994, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, an Illinois corporation, 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.

AS WITNESS my hand and notarial seal

"OFFICIAL SEAL"
DELORIS BENARDIN
NOTARY PUBLIC — STATE OF ILLINOIS
MADISON COUNTY, IL.
MY COMMISSION EXPIRES MAY 5, 1998

Deloris Benardin
Notary Public

My Commission expires: May 5, 1998

STATE OF Illinois)
County OF Cook) SS:

On this 15th day of December, 1994, before me, a Notary Public of the County and State aforesaid, 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, a Delaware corporation, 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.

AS WITNESS my hand and notarial seal

Donna S. Sapyta
Notary Public

My commission expires: 2-25-96

" OFFICIAL SEAL "
DONNA S. SAPYTA
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 2/25/96

STL-304537

EXHIBIT A - 1

Car Number	Car Number	Car Number	Car Number	Car Number	Car Number
AEX 828	AEX 205200	RREX 4235	TGOX 10054	PTLX 15599	SIRX460088
AEX 846	ALEX 1392	RREX 4244	TGOX 10063	PTLX 15912	SIRX460089
AEX 868	ALEX 1397	RREX 4378	TGOX 10077	PTLX 15956	SIRX460090
AEX 112224	ALEX 1423	RRRX 2149	TGOX 10079	PTLX 15985	SIRX460092
AEX 112291	BJOX 124	RUSX 4066	TGOX 10082	PTLX 17061	SIRX460093
AEX 31004	BJOX 212	RUSX 4076	TGOX 10775	PTLX 17070	SIRX460095
AEX 31012	BJOX 215	RUSX 4090	TGOX 10801	PTLX 31906	SIRX460096
AEX 31025	BJOX 218	RUSX 4697	TGOX 10857	PTLX 33002	SIRX460153
AEX 31035	BJOX 303	RUSX 4721	TGOX 10893	PTLX 34513	SIRX460157
AEX 31058	BJOX 307	RUSX 5080	TGOX 10897	TLCX 30260	SIRX460168
SIRX 31018	BJOX 329	RUSX483291	TGOX 10906	TLCX 30523	SIRX460179
AEX 802	BJOX 353	RUSX483304	TGOX 10946	TLCX 30602	SIRX470160
AEX 803	BRAX 8560	SAMX 11194	TGOX 10982	USLX 20492	SIRX470161
AEX 806	BRAX 8570	TCAX 76460	TGOX 10999	PLCX 12568	SIRX470162
AEX 807	BRAX 8638	TGOX 10814	TGOX 11000	PLCX 19750	RRRX 400
AEX 808	BRAX 8677	TGOX500056	TGOX500053	PLCX 21277	SIRX 1001
AEX 809	BRAX 8711	TILX510091	TLCX 30235	PLCX 21314	SIRX 1003
AEX 811	BRAX 8838	TLCX 30156	ITLX 21129	PLCX 21341	SIRX 1004
AEX 815	BRAX 8847	TLCX 30793	ITLX 40787	PLCX 21387	SIRX 1006
AEX 816	BRAX 8853	CRDX 7823	ITLX 40788	PLCX 21435	SIRX 1007
AEX 819	BRAX 8907	CRDX 7830	ITLX 40799	PLCX 21914	SIRX 7002
AEX 822	BRAX 8975	CRDX 7851	ITLX 40800	PLCX 22456	SIRX 7004
AEX 826	CRDX 7047	CRDX 7853	ITLX 40803	PTLX 17075	SIRX 7007
AEX 830	CRDX 8155	CRDX 7885	ITLX 40806	PTLX 33251	SIRX 7013
AEX 832	DDNX602235	CRDX 8729	ITLX 40808	PTLX 33472	SIRX 7019
AEX 833	DDNX886685	PLCX 22190	ITLX 40810	PTLX 34168	SIRX 457
AEX 844	GFSX101194	PLCX 20222	ITLX 40812	PTLX 34375	SIRX 459
AEX 847	GFSX101236	RUSX 5062	ITLX 40813	PTLX 34774	SIRX 460
AEX 849	GROX 60072	SIRX460015	ITLX 40815	TLCX 30896	SIRX 461
AEX 850	GROX 75794	SIRX480001	ITLX 40816	TLCX 31220	SIRX 463
AEX 852	GROX813112	PLCX 13931	ITLX 40817	NAHX 46925	SIRX 467
AEX 858	LDCX 20899	PLCX 16692	ITLX 40820	PTLX 33539	SIRX 469
AEX 861	LDCX 21085	PLCX 18124	ITLX 40822	TLCX 30243	SIRX 472
AEX 869	NAHX510128	PLCX 18754	ITLX 40823	TLCX 30266	
AEX 870	NAHX510198	PTLX 14251	ITLX 40824	TLCX 30535	
AEX 876	NAHX510325	PTLX 15563	ITLX 40825	TLCX 30628	
AEX 877	NAHX510403	RUSX 4060	ITLX 42005	TLCX 31056	
AEX 880	NAHX510434	RUSX 4063	ITLX 42006	TLCX 31248	
AEX 886	NAHX890502	RUSX 4687	ITLX 42007	TLDX 9048	
AEX 887	NAHX890504	RUSX 5070	ITLX 42008	SIRX460056	
AEX 889	NAHX890613	RUSX 63144	NAHX 55645	SIRX460075	
AEX 894	PLCX 16424	RUSX 63174	NAHX476726	SIRX460076	
AEX 895	PLCX 18133	RUSX 63880	NAHX477587	SIRX460077	
AEX 897	PLCX 18262	RUSX190112	NAHX478707	SIRX460078	
AEX 898	PLCX 20421	RUSX190133	NAHX478708	SIRX460079	
AEX 625	PLCX 21329	RUSX463016	NAHX478712	SIRX460080	
ACFX 46684	PLCX 21333	RUSX483323	NAHX485557	SIRX460081	
ACFX 46817	PLCX 21738	RUSX483400	PLCX 12914	SIRX460082	
ACFX 47841	PLCX 22400	RUSX485037	PLCX 13826	SIRX460084	
ACFX 48751	PLCX 25635	RUSX488050	PLCX 25948	SIRX460085	
ACFX 49493	PLCX 25636	RUSX488055	PLCX 25960	SIRX460086	
	PLCX 25781	TGOX 10014	PTLX 14501	SIRX460087	

Exhibit B

	CAR NUMBER	CU. CAP.
1.	CUNX 1116	4700
2.	CUNX 1117	4700
3.	CUNX 1118	4700
4.	CUNX 1119	4700
5.	CUNX 1120	4700
6.	CUNX 1121	4700
7.	CUNX 1122	4700
8.	CUNX 1123	4700
9.	CUNX 1124	4700
10.	CUNX 1125	4700
11.	CUNX 1126	4700
12.	CUNX 1127	4700
13.	CUNX 1128	4700
14.	CUNX 1129	4700
15.	CUNX 1130	4700

Exhibit C

	CAR NUMBER	CU. CAP.
1.	ATSF301535	4000
2.	ATSF312922	4750
3.	ATSF313676	4750
4.	ATSF314008	4600
5.	ATSF315110	4600
6.	ATSF313201	4750
7.	ATSF314546	4600
8.	ATSF313856	4600
9.	ATSF313849	4600
10.	ATSF313337	4750
11.	ATSF314887	4600
12.	ATSF313866	4600
13.	ATSF313957	4600
14.	ATSF313971	4750
15.	ATSF313093	4750
16.	ATSF313974	4600
17.	ATSF315058	4600
18.	ATSF313655	4750
19.	ATSF314820	4600
20.	ATSF313113	4750
21.	ATSF315072	4600
22.	ATSF313326	4750
23.	ATSF313820	4600
24.	ATSF313976	4600
25.	ATSF314307	4600
26.	ATSF314402	4600
27.	ATSF312848	4750
28.	ATSF312966	4750
29.	ATSF313108	4750
30.	ATSF313251	4750
31.	ATSF313254	4750
32.	ATSF313266	4750
33.	ATSF313424	4750
34.	ATSF313451	4750
35.	ATSF313460	4750
36.	ATSF313487	4750
37.	ATSF313516	4750
38.	ATSF313642	4750
39.	ATSF313754	4750
40.	ATSF315266	4750
41.	ATSF315282	4750
42.	ATSF315567	4750
43.	ATSF313869	4600
44.	ATSF313899	4600
45.	ATSF314027	4600
46.	ATSF314034	4600

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47.	ATSF314090	4600
48.	ATSF314165	4600
49.	ATSF314177	4600
50.	ATSF314183	4600
51.	ATSF314203	4600
52.	ATSF314204	4600
53.	ATSF314296	4600
54.	ATSF314302	4600
55.	ATSF314355	4600
56.	ATSF314419	4600
57.	ATSF314429	4600
58.	ATSF314430	4600
59.	ATSF314467	4600
60.	ATSF314542	4600
61.	ATSF314592	4600
62.	ATSF314685	4600
63.	ATSF314699	4600
64.	ATSF314780	4600
65.	ATSF314794	4600
66.	ATSF314804	4600
67.	ATSF314836	4600
68.	ATSF314854	4600
69.	ATSF314879	4600
70.	ATSF314881	4600
71.	ATSF314945	4600
72.	ATSF314953	4600
73.	ATSF314954	4600
74.	ATSF315059	4600
75.	ATSF315087	4600
76.	ATSF315097	4600
77.	ATSF315113	4600
78.	ATSF315148	4600
79.	ATSF315170	4600
80.	ATSF315177	4600
81.	ATSF315181	4600

Exhibit D

	CAR NUMBER	CU. CAP.
1.	AEX31002	4650
2.	AEX31004	4650
3.	AEX31005	4650
4.	AEX31006	4650
5.	AEX31007	4650
6.	AEX31008	4650
7.	AEX31009	4650
8.	AEX31010	4650
9.	AEX31011	4650
10.	AEX31012	4650
11.	AEX31013	4650
12.	AEX31014	4650
13.	AEX31015	4650
14.	AEX31016	4650
15.	AEX31017	4650
16.	AEX31018	4650
17.	AEX31019	4650
18.	AEX31020	4650
19.	AEX31021	4650
20.	AEX31022	4650
21.	AEX31023	4650
22.	AEX31024	4650
23.	AEX31025	4650
24.	AEX31026	4650
25.	AEX31027	4650
26.	AEX31028	4650
27.	AEX31029	4650
28.	AEX31031	4650
29.	AEX31032	4650
30.	AEX31034	4650
31.	AEX31035	4650
32.	AEX31036	4650
33.	AEX31037	4650
34.	AEX31038	4650
35.	AEX31040	4650
36.	AEX31042	4650
37.	AEX31043	4650
38.	AEX31044	4650
39.	AEX31045	4650
40.	AEX31046	4650
41.	AEX31047	4650
42.	AEX31048	4650
43.	AEX31049	4650
44.	AEX31050	4650
45.	AEX31051	4650

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