

0100854014 (2)

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JOHN A. STALFORT  
410-385-3424

19711

NOV 15 1995 11:00 AM

November 14, 1995

19711-A

via FEDERAL EXPRESS

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

NOV 15 1995 11:00 AM

NOV 15 1995 11:00 AM

Re: Our File No. 258-1552

Dear Mrs. Fort:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. §11303 is an original and a notarized copy of the following document:

Memorandum of Lease Agreement dated September 29, 1995 by and between Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) and Cargill, Incorporated (15407 McGinty Road West, Wayzata, Minnesota 55391-2399).

Also enclosed for recordation as a secondary document to this Memorandum of Lease Agreement pursuant to the provisions of 49 U.S.C. §11303 is an original and a notarized copy of the following document:

Assignment of Lessor's Interest in Lease dated October 31, 1995 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201)

Lastly, enclosed are two checks in the amount of \$21.00 each to cover the costs of recordation.

Once these documents have been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, A Professional Corporation, 10 Light Street, Baltimore, Maryland 21202.



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

11/16/95

Office Of The Secretary

John A. Stalfort, Esq.  
Miles & Stockbridge  
10 Light Street  
Baltimore, Maryland 21202-1487

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 11/16/95 at 11:00AM, and assigned recordation number(s). 19711, 19711-A, 19712

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100854013)  
(0100854014)

\$ 63.00 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

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

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

WITNESS my hand and seal this 14<sup>th</sup> day of November, 1995.

Deborah J. Hooper  
Notary Public



My Commission Expires: 7/27/98

1971

MEMORANDUM OF LEASE AGREEMENT

NOV 16 1995 10:02 AM

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 29, 1995 by and between SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation ("Lessor"), and CARGILL, INCORPORATED, 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, fifty (50) 70-ton boxcars, all as more particularly described on Exhibit A attached hereto and in that certain Lease Agreement dated as of August 15, 1995 (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

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

SOUTHERN ILLINOIS RAILCAR COMPANY  
Lessor

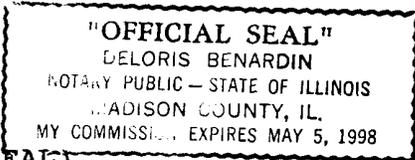
By: 

CARGILL, INCORPORATED  
Lessee

By: 

STATE OF ILLINOIS, COUNTY OF MADISON, TO WIT:

On this 31st day of October, 1995, before me personally appeared, Gary J. Goodman, to me personally known, who being by me duly sworn, says that he is a Vice President of SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, that said instrument was signed and sealed on October 31, 1995 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.



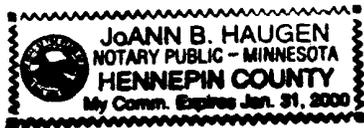
(SEAL)

Deloris Benardin  
Notary Public

My Commission Expires: 5-5-98

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

On this 31st day of October, 1995, before me personally appeared, William J. Burns, to me personally known, who being by me duly sworn, says that he is the Vice President, Transportation of CARGILL INCORPORATED, a Delaware corporation, that said instrument was signed and sealed on October 31, 1995 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.



(SEAL)

JoAnn B. Haugen  
Notary Public

My Commission Expires:  
January 31, 2000

A:FN155205.AGT/So.Ill(Cargill)/Disk1/cmr

EXHIBIT A

DESCRIPTION OF RAILCARS

Fifty (50) 70-Ton, 60' Boxcars

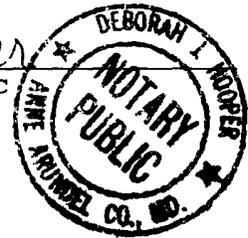
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| SIRX 100011 | SIRX 100036 |
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| SIRX 100032 | SIRX 100057 |
| SIRX 100033 | SIRX 100058 |
| SIRX 100034 | SIRX 100059 |

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

I HEREBY CERTIFY that the attached Assignment of Lessor's Interest in Lease is a true and complete copy of said Assignment of Lessor's Interest in Lease.

WITNESS my hand and seal this 14<sup>th</sup> day of November, 1995.

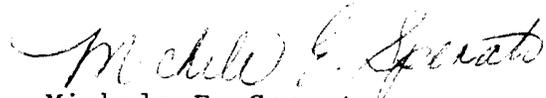
Deborah J. Hooper  
Notary Public



My Commission Expires: 7/27/98

Thank you for your prompt attention to this matter. If you have any questions, please call me at (410) 385-3425.

Sincerely,



Michele E. Sperato,  
Secretary to John A. Stalfort

Enclosures