

Counters Part - Edw M Linn

RECORDATION NO. 20200-L, M FILED 1425

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

DEC 30 1996 - 11 45 AM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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December 30, 1996

DEC 30 11 42 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of each of the following secondary documents: Lease Supplement No. 6 and Indenture Supplement No. 6, both dated December 30, 1996.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Board under Recordation Number 20200.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 6

Lessor: Fleet National Bank
One Federal Street
Boston, Massachusetts 02110-2010

Lessee: Central Soya Company, Inc.
110 West Berry Street
Fort Wayne, Indiana 46802

Mr Vernon A Williams
December 30, 1996
Page 2

Indenture Supplement No. 6

Owner Trustee Fleet National Bank
One Federal Street
Boston, Massachusetts 02110-2010

Indenture Trustee First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to Lease Supplement No. 4

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of each of the enclosed documents to the undersigned

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

12/30/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

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 12/30/96 at 11:45AM, and assigned recordation number(s). 20200-L, 20200-M, 20182-F, 20201-F and 20201-G.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 110.00 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



LEASE SUPPLEMENT NO. 6

RECORDATION NO.

20200-L
FILED 1425

(Central Soya Company Equipment Trust 1996)

DEC 30 1996 -11 45 AM

This LEASE SUPPLEMENT NO. 6 , dated December 30, 1996, is entered into between FLEET NATIONAL BANK, a national banking association, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof, and CENTRAL SOYA COMPANY, INC., an Indiana corporation.

A. The Lessor and the Lessee have heretofore entered into the Lease to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes and upon the terms and conditions set forth in Sections 2(b) and/or 28(b) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of July 15, 1996, among Central Soya Company, Inc., Fleet National Bank, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. The Lessor does hereby lease to the Lessee, and the Lessee does hereby lease from the Lessor, the Equipment described in Schedule I to this Lease Supplement, which shall hereafter constitute a part of the Equipment and be subject to the Lease (in accordance with Section 2(a) thereof).

3. The Lessee has had an opportunity to inspect, and has inspected, each Item of Equipment described in Schedule I hereto.

4. The Transaction Costs are \$62,000.

5. The Basic Term Commencement Date for the Equipment described in Schedule I is December 30, 1996.

6. The Basic Lease Term for the Equipment described in Schedule I shall end on June 30, 2017.

7. The EBO Date for the Equipment listed on Schedule I is September 30, 2011.

8. The Equipment Cost of the Equipment is set forth in Schedule I attached hereto.

9. Basic Rent due on the date of this Lease Supplement for the Equipment described herein equals the product of the Equipment Cost for such Equipment and 0.0%.

10. Schedule I attached hereto sets forth the Basic Rent Factors (with respect to Rent Payment Dates after the Funding Date) and the percentages for determining the Stipulated Loss Value, Termination Value and EBO Price for each Item of Equipment delivered and accepted under the Lease on all Funding Dates, and as may be necessary, and, as provided in Section 9.6(b) of the Participation Agreement, amends Schedule II to the Participation Agreement and each Lease Supplement dated prior to the date this Lease Supplement with respect to those values.

11. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. To the extent that this Lease Supplement constitutes chattel paper, within the meaning of any applicable Uniform Commercial Code provision no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the original executed counterpart, which shall be identified for such purposes as the counterpart containing the receipt therefor executed by the Indenture Trustee on the signature page thereof.

12. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

13. This Lease Supplement shall in all respects be governed by and construed in accordance with the State of New York without regard to principles of conflicts of law.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

FLEET NATIONAL BANK,
not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of July 15, 1996 between the Owner Participant and Fleet National Bank in its individual capacity

By: Michele M. Fitzgerald
Name: Michele M. Fitzgerald
Title: **CORPORATE TRUST OFFICER**

CENTRAL SOYA COMPANY, INC.

By: _____
Name: _____
Title: _____

Attachment

[STB ACKNOWLEDGMENT]

COMMONWEALTH OF MASSACHUSETTS)
) ss
COUNTY OF SUFFOLK)

On this 13th day of December, 1996, before me personally appeared Michele M. Fitzgerald to me personally known, who, being by me duly sworn, did depose and say that he is a ~~CORPORATE TRUST OFFICER~~ of FLEET NATIONAL BANK, the corporation described in and which executed the foregoing instrument, and that he signed his name thereto by authority of the Board of Directors of said corporation.

MARIA F. COLLAZO
Notary Public
My Commission Expires June 26, 1998

My Commission Expires:

Maria F. Collazo
Notary Public in and for
the Commonwealth Of Massachusetts

[REGISTRAR GENERAL ACKNOWLEDGMENT]

COMMONWEALTH OF MASSACHUSETTS)
) ss
COUNTY OF SUFFOLK)

On this 13th day of December, 1996, before me personally appeared Michele M. Fitzgerald to me personally known, being by me duly sworn, says that he is a ~~CORPORATE TRUST OFFICER~~ of FLEET NATIONAL BANK (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

MARIA F. COLLAZO
Notary Public
My Commission Expires June 26, 1998

My Commission Expires:

Maria F. Collazo
Notary Public in and for
the Commonwealth Of Massachusetts

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

FLEET NATIONAL BANK,
not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of July 15, 1996 between the Owner Participant and Fleet National Bank in its individual capacity

By: _____
Name: _____
Title: _____

CENTRAL SOYA COMPANY, INC.

By: TERRENCE E. QUINLAN
Name: TERRENCE E. QUINLAN
Title: SECRETARY

Attachment

[STB ACKNOWLEDGMENT]

STATE OF INDIANA)
) ss
COUNTY OF ALLEN)

This instrument was acknowledged before me on December 19, 1996, by TERRENCE E. QUINLAN, SECRETARY of CENTRAL SOYA COMPANY, INC., an Indiana corporation.

Sue E. Haycox

Notary Public in and for
the State of Indiana

SUE E. HAYCOX, Notary Public
Allen County, State of Indiana
My Commission Expires February 15, 1998

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF INDIANA)
) ss
COUNTY OF ALLEN)

On this 19th day of December, 1996 before me personally appeared TERRENCE E. QUINLAN, to me personally known, being by me duly sworn, says that he is the SECRETARY of CENTRAL SOYA COMPANY, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

Sue E. Haycox

Notary Public in and for
the State of Indiana

SUE E. HAYCOX, Notary Public
Allen County, State of Indiana
My Commission Expires February 15, 1998

SCHEDULE I
to
LEASE SUPPLEMENT NO. 6

(Central Soya Company Equipment Trust 1996)

(Pursuant to Clause 2 of the Lease Supplement): The Equipment consists of the 100-ton covered hopper cars, 5,400 cubic foot capacity, manufactured by Thrall Car Manufacturing Company, as more particularly described on Schedule A attached hereto.

(Pursuant to Clause 8 of the Lease Supplement)

The aggregate Equipment Cost for the Equipment is \$13,176,412.50.

(Pursuant to Clauses 10 of the Lease Supplement)

See Annex A attached hereto.

The EBO Price is 59.30% of Equipment Cost.

SCHEDULE A

100-TON 5400 C/F COVERED HOPPER CARS

-- SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13247	NOV-26-96
CSYX	13258	NOV-20-96
CSYX	13266	NOV-22-96
CSYX	13268	NOV-27-96
CSYX	13270	NOV-27-96
CSYX	13274	NOV-25-96
CSYX	13277	NOV-25-96
CSYX	13287	NOV-20-96
CSYX	13300	NOV-20-96
CSYX	13302	NOV-22-96
CSYX	13303	NOV-20-96
CSYX	13305	NOV-22-96
CSYX	13306	NOV-20-96
CSYX	13307	NOV-20-96
CSYX	13309	NOV-22-96
CSYX	13310	DEC-06-96
CSYX	13311	DEC-06-96
CSYX	13312	NOV-20-96
CSYX	13313	DEC-05-96
CSYX	13314	NOV-20-96
CSYX	13315	NOV-21-96
CSYX	13316	NOV-21-96
CSYX	13317	NOV-21-96
CSYX	13318	NOV-20-96
CSYX	13319	DEC-06-96
CSYX	13320	NOV-20-96
CSYX	13321	NOV-21-96
CSYX	13322	NOV-21-96
CSYX	13323	NOV-21-96
CSYX	13324	NOV-26-96
CSYX	13325	NOV-21-96
CSYX	13326	NOV-21-96
CSYX	13327	NOV-21-96
CSYX	13328	NOV-22-96
CSYX	13329	DEC-11-96
CSYX	13330	NOV-22-96
CSYX	13331	NOV-22-96
CSYX	13332	NOV-25-96
CSYX	13333	NOV-21-96
CSYX	13334	NOV-26-96
CSYX	13335	NOV-26-96
CSYX	13336	NOV-22-96
CSYX	13337	NOV-22-96

SCHEDULE A

100-TON 5400 C/F COVERED HOPPER CARS

SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13467	DEC-16-96
CSYX	13468	DEC-16-96
CSYX	13469	DEC-17-96
CSYX	13470	DEC-17-96
CSYX	13471	DEC-17-96
CSYX	13472	DEC-17-96
CSYX	13473	DEC-17-96
CSYX	13474	DEC-17-96
CSYX	13475	DEC-17-96
CSYX	13476	DEC-17-96
CSYX	13477	DEC-17-96
CSYX	13478	DEC-17-96
CSYX	13479	DEC-18-96
CSYX	13480	DEC-18-96
CSYX	13481	DEC-19-96
CSYX	13482	DEC-19-96
CSYX	13483	DEC-19-96
CSYX	13484	DEC-18-96
CSYX	13485	DEC-18-96
CSYX	13486	DEC-18-96
CSYX	13487	DEC-18-96
CSYX	13488	DEC-18-96
CSYX	13489	DEC-19-96
CSYX	13490	DEC-19-96
CSYX	13491	DEC-19-96
CSYX	13492	DEC-19-96
CSYX	13493	DEC-19-96
CSYX	13494	DEC-19-96
CSYX	13495	DEC-19-96
CSYX	13496	DEC-19-96
CSYX	13497	DEC-19-96
CSYX	13498	DEC-19-96
CSYX	13499	DEC-19-96
CSYX	13500	DEC-19-96
CSYX	13501	DEC-19-96
CSYX	13502	DEC-19-96
CSYX	13503	DEC-19-96
CSYX	13504	DEC-19-96
CSYX	13505	DEC-19-96
CSYX	13506	DEC-19-96
CSYX	13507	DEC-19-96
CSYX	13508	DEC-19-96
CSYX	13509	DEC-19-96

SCHEDULE A

100-TON 5400 C/F COVERED HOPPER CARS

.. SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13510	DEC-19-96
CSYX	13511	DEC-19-96
CSYX	13512	DEC-19-96
CSYX	13513	DEC-19-96
CSYX	13514	DEC-19-96
CSYX	13515	DEC-19-96
CSYX	13516	DEC-19-96
CSYX	13517	DEC-19-96
CSYX	13518	DEC-19-96
CSYX	13519	DEC-19-96
CSYX	13520	DEC-19-96
CSYX	13521	DEC-19-96
CSYX	13522	DEC-19-96
CSYX	13523	DEC-19-96
CSYX	13524	DEC-19-96
CSYX	13525	DEC-19-96
CSYX	13526	DEC-19-96
CSYX	13527	DEC-19-96
CSYX	13528	DEC-19-96
CSYX	13529	DEC-19-96
CSYX	13530	DEC-19-96
CSYX	13531	DEC-19-96
CSYX	13532	DEC-19-96
CSYX	13533	DEC-19-96
CSYX	13534	DEC-19-96
CSYX	13535	DEC-19-96
CSYX	13536	DEC-19-96
CSYX	13537	DEC-19-96
CSYX	13538	DEC-19-96
CSYX	13539	DEC-19-96
CSYX	13540	DEC-19-96
CSYX	13541	DEC-19-96
CSYX	13542	DEC-19-96
CSYX	13543	DEC-19-96
CSYX	13544	DEC-19-96
TOTAL	<u>250</u>	

SCHEDULE A

100-TON 5400 C/F COVERED HOPPER CARS

SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13338	NOV-25-96
CSYX	13339	NOV-25-96
CSYX	13340	NOV-26-96
CSYX	13341	NOV-22-96
CSYX	13342	NOV-25-96
CSYX	13343	DEC-06-96
CSYX	13344	NOV-26-96
CSYX	13345	NOV-26-96
CSYX	13346	NOV-26-96
CSYX	13347	NOV-25-96
CSYX	13348	NOV-25-96
CSYX	13349	NOV-26-96
CSYX	13350	NOV-25-96
CSYX	13351	DEC-06-96
CSYX	13352	NOV-25-96
CSYX	13353	DEC-04-96
CSYX	13354	DEC-11-96
CSYX	13355	DEC-02-96
CSYX	13356	NOV-27-96
CSYX	13357	NOV-26-96
CSYX	13358	NOV-27-96
CSYX	13359	NOV-27-96
CSYX	13360	DEC-06-96
CSYX	13361	NOV-27-96
CSYX	13362	DEC-02-96
CSYX	13363	DEC-06-96
CSYX	13364	NOV-27-96
CSYX	13365	DEC-06-96
CSYX	13366	NOV-27-96
CSYX	13367	NOV-27-96
CSYX	13368	DEC-02-96
CSYX	13369	DEC-10-96
CSYX	13370	DEC-03-96
CSYX	13371	DEC-02-96
CSYX	13372	DEC-05-96
CSYX	13373	NOV-27-96
CSYX	13374	DEC-02-96
CSYX	13375	DEC-02-96
CSYX	13376	DEC-02-96
CSYX	13377	DEC-02-96
CSYX	13378	DEC-02-96
CSYX	13379	DEC-03-96
CSYX	13380	DEC-03-96

SCHEDULE A

100-TON 5400 C/F COVERED HOPPER CARS

SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13381	DEC-02-96
CSYX	13382	DEC-03-96
CSYX	13383	DEC-03-96
CSYX	13384	DEC-04-96
CSYX	13385	DEC-03-96
CSYX	13386	DEC-03-96
CSYX	13387	DEC-03-96
CSYX	13388	DEC-03-96
CSYX	13389	DEC-04-96
CSYX	13390	DEC-04-96
CSYX	13391	DEC-03-96
CSYX	13392	DEC-18-96
CSYX	13393	DEC-04-96
CSYX	13394	DEC-18-96
CSYX	13395	DEC-04-96
CSYX	13396	DEC-09-96
CSYX	13397	DEC-04-96
CSYX	13398	DEC-04-96
CSYX	13399	DEC-05-96
CSYX	13400	DEC-04-96
CSYX	13401	DEC-04-96
CSYX	13402	DEC-18-96
CSYX	13403	DEC-05-96
CSYX	13404	DEC-05-96
CSYX	13405	DEC-05-96
CSYX	13406	DEC-05-96
CSYX	13407	DEC-05-96
CSYX	13408	DEC-05-96
CSYX	13409	DEC-09-96
CSYX	13410	DEC-05-96
CSYX	13411	DEC-09-96
CSYX	13412	DEC-06-96
CSYX	13413	DEC-09-96
CSYX	13414	DEC-09-96
CSYX	13415	DEC-09-96
CSYX	13416	DEC-09-96
CSYX	13417	DEC-10-96
CSYX	13418	DEC-09-96
CSYX	13419	DEC-09-96
CSYX	13420	DEC-10-96
CSYX	13421	DEC-09-96
CSYX	13422	DEC-06-96
CSYX	13423	DEC-10-96

SCHEDULE A

100-TON 5400 C/F COVERED HOPPER CARS

.. SHIPPED FOR JOB 929

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>INSPECTION DATE</u>
CSYX	13424	DEC-10-96
CSYX	13425	DEC-19-96
CSYX	13426	DEC-10-96
CSYX	13427	DEC-12-96
CSYX	13428	DEC-11-96
CSYX	13429	DEC-11-96
CSYX	13430	DEC-11-96
CSYX	13431	DEC-10-96
CSYX	13432	DEC-10-96
CSYX	13433	DEC-10-96
CSYX	13434	DEC-11-96
CSYX	13435	DEC-10-96
CSYX	13436	DEC-13-96
CSYX	13437	DEC-11-96
CSYX	13438	DEC-11-96
CSYX	13439	DEC-13-96
CSYX	13440	DEC-11-96
CSYX	13441	DEC-12-96
CSYX	13442	DEC-12-96
CSYX	13443	DEC-11-96
CSYX	13444	DEC-12-96
CSYX	13445	DEC-12-96
CSYX	13446	DEC-12-96
CSYX	13447	DEC-12-96
CSYX	13448	DEC-12-96
CSYX	13449	DEC-13-96
CSYX	13450	DEC-12-96
CSYX	13451	DEC-12-96
CSYX	13452	DEC-13-96
CSYX	13453	DEC-13-96
CSYX	13454	DEC-16-96
CSYX	13455	DEC-13-96
CSYX	13456	DEC-13-96
CSYX	13457	DEC-13-96
CSYX	13458	DEC-13-96
CSYX	13459	DEC-16-96
CSYX	13460	DEC-13-96
CSYX	13461	DEC-16-96
CSYX	13462	DEC-16-96
CSYX	13463	DEC-16-96
CSYX	13464	DEC-16-96
CSYX	13465	DEC-16-96
CSYX	13466	DEC-16-96

in each case, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

The Funding Date for the Equipment described on this Schedule A is December 30, 1996.

**ANNEX A TO SCHEDULE I TO
LEASE SUPPLEMENT NO. 6
RENT FACTORS**

Schedule deleted for filing purposes

**ANNEX A TO SCHEDULE I TO
LEASE SUPPLEMENT NO. 6
TERMINATION AND STIPULATED LOSS VALUES**

Schedule deleted for filing purposes