

DONELAN, CLEARY, WOOD & MASER, P C

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N W

WASHINGTON, D C 20005-4006

TELEPHONE (202) 371-9500

TELECOPIER (202) 371-0900

January 3, 1991

RECORDATION NO 16891-A FILED 1/3/91

JAN 3 1991 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT  
JAN 3 11 04 AM '91

The Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

1-003A001

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are the original and three counterparts, of Amendment No. 1 To Lease Agreement, a secondary document, dated as of December 19, 1990, relating to the Lease Agreement between Cargill, Incorporated, a Delaware corporation ("Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor"), a primary document, dated as of June 15, 1990 and recorded under Recordation No. 16891.

It is my understanding that the Recordation number to be assigned to this new document, as described in the proceeding paragraph, will be: 16891-A.

The names and addresses of the parties to the enclosed document are as follows:

LESSEE: Cargill, Incorporated  
P.O. Box 9300  
Minneapolis, MN 55440

LESSOR: The CIT Group/Equipment Financing, Inc.  
1400 Renaissance Drive  
Suite 312  
Park Ridge, IL 60068

A general description of the railroad equipment covered by the enclosed document is attached hereto as Schedule I.

*John Maser*  
*Contractor*

DONELAN, CLEARY, WOOD & MASER, P. C.  
The Honorable Sidney L. Strickland, Jr.  
January 3, 1991  
Page 2

The undersigned is the attorney-in-fact of Cargill, Incorporated mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., 1275 K Street, N.W., Suite 850, Washington, DC 20005, or to the bearer hereof.

Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

A short summary of the document to appear in the index follows:

**SECONDARY DOCUMENT:**

Amendment No. 1 To Lease Agreement, dated as of December 19, 1990, relating to Lease Agreement, dated as of June 15, 1990, between Cargill, Incorporated ("Lessee") and The CIT Group/Equipment Financing, Inc. ("Lessor"), relating to 400 Corn Milling Tank Cars, Lessee Identification Nos. CRGX 5177 to 5576 (inclusive), and 9 Excel Tank Cars, Lessee Identification Nos. CRGX 16000 to 16008 (inclusive).

Very truly yours,

CARGILL, INCORPORATED

By 

John K. Maser III  
Attorney-in-Fact

## SCHEDULE I

### Description of Rail Cars

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Lessee's Identification Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT specifications</u>	<u>Specifications</u>	<u>Purchase Price</u>
Corn Milling Tank Cars-390	Trinity Industries, Inc	CRGX 5177-5566 (inclusive)	T-104	111A100W-3	BO 8907	\$54,503.00
Corn Milling Tank Cars-10	Trinity Industries, Inc	CRGX 5567-5576 (inclusive)	T-104	111A100W-3	BO 8907	\$54,629.00
Excel Tank Cars-9	ACF Industries, Inc	CRGX 16000-16008 (inclusive)	T-106	111A100W1	89-3EO-021	\$52,200.00

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/3/91

OFFICE OF THE SECRETARY

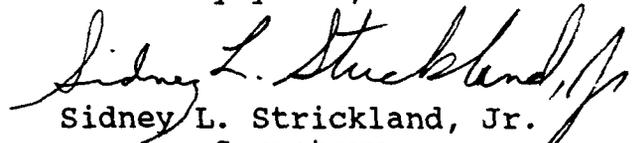
John Maser

Donelan, Cleary, Wood & Maser  
1275 K Street, N. W., Suite 850  
Washington, D.C. 20005

Dear John Maser

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/3/91 at 11:30 am , and assigned recordation number(s). 16891-A

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

JAN 3 1991 - 11:30AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO LEASE AGREEMENT

This AMENDMENT NO. 1 TO LEASE AGREEMENT, dated as of December 19, 1990 (herein called this "Amendment"), between CARGILL, INCORPORATED, a Delaware corporation (herein called "Lessee"), and THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation (herein called "Lessor").

W I T N E S S E T H:

WHEREAS, the parties hereto have heretofore entered into that certain Lease Agreement, dated as of June 15, 1990 (herein called the "Lease");

WHEREAS, the Lease was recorded with the Interstate Commerce Commission on June 15, 1990, and assigned Recordation No. 16891;

WHEREAS, pursuant to the Lease, Lessee is leasing from Lessor 409 rail cars;

WHEREAS, the parties hereto desire to amend the Lease;

NOW THEREFORE, the parties hereto agree as follows:

SECTION 1. Definitions and Terms. Unless otherwise defined herein, each term used herein shall have the meaning assigned to such term in the Lease.

SECTION 2. Amendments.

(a) Subsection 20.2(i) of the Lease is hereby amended by deleting the number "84.323" in the seventh line of such subsection and inserting in lieu thereof the number "84.33".

(b) Exhibit C to the Lease is hereby amended in its entirety to read as set forth in Exhibit I to this Amendment.

(c) Exhibit D to the Lease is hereby amendment in its entirety to read as set forth in Exhibit II to this Amendment.

SECTION 3. Miscellaneous. This Amendment 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. Except as specifically modified by this Amendment, the Lease is hereby ratified and confirmed in all respects. The section headings in this Amendment are for convenience of reference only and shall not define or limit any

of the terms or provisions hereof. This Amendment has been delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Amendment to be duly executed by their authorized officers as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By John A. Rossi  
Its Vice President

State of Illinois  
County of Peoria ) ss.

On this 31<sup>st</sup> day of December, 1990, before me personally appeared John A. Rossi, to me personally known, who, being by me duly sworn, did say that he is a Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed 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 the corporation.

" OFFICIAL SEAL "  
JULIANA CAROL McFADDEN  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 3/4/92

Juliana Carol McFadden  
Notary Public

My commission expires: 3-4-92



CARGILL 19 YEARS  
-Rental Stream Report-

EXHIBIT I

Regular Rental Receipts

=====

Monthly rents in arrears starting Jan 1, 1991

Rent #	to	Rent #	Rental Amt	% EC
1		11	0.00	0.0000000
12		12	80,583.75	8.0583750
13		23	0.00	0.0000000
24		24	80,583.75	8.0583750
25		35	0.00	0.0000000
36		36	80,583.75	8.0583750
37		47	0.00	0.0000000
48		48	80,583.75	8.0583750
49		59	0.00	0.0000000
60		60	80,583.75	8.0583750
61		71	0.00	0.0000000
72		72	80,583.75	8.0583750
73		73	0.00	0.0000000
74		74	80,583.75	8.0583750
75		85	0.00	0.0000000
86		86	80,583.75	8.0583750
87		97	0.00	0.0000000
98		98	98,491.25	9.8491250
99		109	0.00	0.0000000
110		110	98,491.25	9.8491250
111		121	0.00	0.0000000
122		122	98,491.25	9.8491250
123		133	0.00	0.0000000
134		134	98,491.25	9.8491250
135		145	0.00	0.0000000
146		146	98,491.25	9.8491250
147		157	0.00	0.0000000
158		158	98,491.25	9.8491250
159		169	0.00	0.0000000
170		170	98,491.25	9.8491250
171		181	0.00	0.0000000
182		182	98,491.25	9.8491250
183		193	0.00	0.0000000
194		194	98,491.25	9.8491250
195		205	0.00	0.0000000
206		206	98,491.25	9.8491250
207		217	0.00	0.0000000
218		218	98,491.25	9.8491250
219		228	0.00	0.0000000

CARGILL 19 YEARS  
-Stipulated Loss Values-

Values are net of any arrears rent due that day.  
The lessee pays the loss value plus the "Rent Received".  
The base for percentage amounts is \$1,000,000.00.

Date of Term.	Stip. Loss Number	Stip. Loss Value (%)
12/ 1/90	0	109.42947307
1/ 1/91	1	110.28726130
2/ 1/91	2	111.14953434
3/ 1/91	3	112.01143772
4/ 1/91	4	112.86571161
5/ 1/91	5	113.72445429
6/ 1/91	6	114.57555262
7/ 1/91	7	115.43110482
8/ 1/91	8	116.29113445
9/ 1/91	9	117.14352843
10/ 1/91	10	118.00038503
11/ 1/91	11	118.86172790
12/ 1/91	12	111.58923918
1/ 1/92	13	112.37924752
2/ 1/92	14	113.17340106
3/ 1/92	15	113.96632769
4/ 1/92	16	114.75644749
5/ 1/92	17	115.55071531
6/ 1/92	18	116.34218468
7/ 1/92	19	117.13781052
8/ 1/92	20	117.93761494
9/ 1/92	21	118.73465166
10/ 1/92	22	119.53587576
11/ 1/92	23	120.34130954
12/ 1/92	24	113.01780043
1/ 1/93	25	113.75653727
2/ 1/93	26	114.49916535
3/ 1/93	27	115.24260836
4/ 1/93	28	115.98669152
5/ 1/93	29	116.73469584
6/ 1/93	30	117.48336541
7/ 1/93	31	118.23598137
8/ 1/93	32	118.99256484
9/ 1/93	33	119.74986016
10/ 1/93	34	120.51114875
11/ 1/93	35	121.27645197
12/ 1/93	36	113.91630796
1/ 1/94	37	114.61823363
2/ 1/94	38	115.32387015

CARGILL 19 YEARS  
-Stipulated Loss Values-

\* Page 2 \*

Date of Term.	Stip. Loss Number	Stip. Loss Value (%)
3/ 1/94	39	116.03178273
4/ 1/94	40	116.74280036
5/ 1/94	41	117.45757990
6/ 1/94	42	118.17550159
7/ 1/94	43	118.89722249
8/ 1/94	44	119.62276306
9/ 1/94	45	120.35150385
10/ 1/94	46	121.08410226
11/ 1/94	47	121.82057906
12/ 1/94	48	114.43410866
1/ 1/95	49	115.10958401
2/ 1/95	50	115.78864574
3/ 1/95	51	116.47103045
4/ 1/95	52	117.15640066
5/ 1/95	53	117.84541272
6/ 1/95	54	118.53744635
7/ 1/95	55	119.23315809
8/ 1/95	56	119.93256788
9/ 1/95	57	120.63505575
10/ 1/95	58	121.34127856
11/ 1/95	59	122.05125655
12/ 1/95	60	114.63816360
1/ 1/96	61	115.28689051
2/ 1/96	62	115.93908062
3/ 1/96	63	116.59446838
4/ 1/96	64	117.25271577
5/ 1/96	65	117.91447858
6/ 1/96	66	118.57913601
7/ 1/96	67	119.24734405
8/ 1/96	68	119.91912209
9/ 1/96	69	120.59384960
10/ 1/96	70	121.27218292
11/ 1/96	71	121.95414172
12/ 1/96	72	114.51289933
1/ 1/97	73	115.13334762
2/ 1/97	74	107.63091965
3/ 1/97	75	108.18958452
4/ 1/97	76	108.75392255
5/ 1/97	77	109.32130802
6/ 1/97	78	109.89441390
7/ 1/97	79	110.47061475
8/ 1/97	80	111.04992772

CARGILL 19 YEARS  
-Stipulated Loss Values-

\* Page 3 \*

Date of Term.	Stip. Loss Number	Stip. Loss Value (%)
9/ 1/97	81	111.63502616
10/ 1/97	82	112.22328499
11/ 1/97	83	112.81472171
12/ 1/97	84	113.41201007
1/ 1/98	85	114.01252533
2/ 1/98	86	106.49007892
3/ 1/98	87	107.03010291
4/ 1/98	88	107.57901598
5/ 1/98	89	108.13091296
6/ 1/98	90	108.69176274
7/ 1/98	91	109.25566049
8/ 1/98	92	109.82262327
9/ 1/98	93	110.39862041
10/ 1/98	94	110.97774753
11/ 1/98	95	111.56002216
12/ 1/98	96	112.15141407
1/ 1/99	97	112.74601937
2/ 1/99	98	103.41182680
3/ 1/99	99	103.93222800
4/ 1/99	100	104.46275741
5/ 1/99	101	104.99619367
6/ 1/99	102	105.53982811
7/ 1/99	103	106.08643974
8/ 1/99	104	106.63604541
9/ 1/99	105	107.19593692
10/ 1/99	106	107.75889379
11/ 1/99	107	108.32493334
12/ 1/99	108	108.90134788
1/ 1/ 0	109	109.48091742
2/ 1/ 0	110	100.13163055
3/ 1/ 0	111	100.63746662
4/ 1/ 0	112	101.15337510
5/ 1/ 0	113	101.67213449
6/ 1/ 0	114	102.20103599
7/ 1/ 0	115	102.73285850
8/ 1/ 0	116	103.26761873
9/ 1/ 0	117	103.81260836
10/ 1/ 0	118	104.36060677
11/ 1/ 0	119	104.91163118
12/ 1/ 0	120	105.47297376
1/ 1/ 1	121	106.03741440
2/ 1/ 1	122	96.67294158

CARGILL 19 YEARS  
-Stipulated Loss Values-

\* Page 4 \*

Date of Term.	Stip. Loss Number	Stip. Loss Value (%)
3/ 1/ 1	123	97.16353452
4/ 1/ 1	124	97.66414256
5/ 1/ 1	125	98.16754408
6/ 1/ 1	126	98.68103019
7/ 1/ 1	127	99.19737964
8/ 1/ 1	128	99.71660904
9/ 1/ 1	129	100.24600995
10/ 1/ 1	130	100.77836164
11/ 1/ 1	131	101.31368119
12/ 1/ 1	132	101.85926070
1/ 1/ 2	133	102.40787992
2/ 1/ 2	134	93.02752722
3/ 1/ 2	135	93.50218171
4/ 1/ 2	136	93.98679262
5/ 1/ 2	137	94.47413825
6/ 1/ 2	138	94.97150955
7/ 1/ 2	139	95.47168521
8/ 1/ 2	140	95.97468171
9/ 1/ 2	141	96.48779051
10/ 1/ 2	142	97.00379079
11/ 1/ 2	143	97.52269952
12/ 1/ 2	144	98.05180869
1/ 1/ 3	145	98.58389796
2/ 1/ 3	146	89.18695561
3/ 1/ 3	147	89.64496063
4/ 1/ 3	148	90.11286218
5/ 1/ 3	149	90.58343845
6/ 1/ 3	150	91.06398031
7/ 1/ 3	151	91.54726634
8/ 1/ 3	152	92.03331293
9/ 1/ 3	153	92.52941148
10/ 1/ 3	154	93.02834105
11/ 1/ 3	155	93.53011854
12/ 1/ 3	156	94.04203585
1/ 1/ 4	157	94.55687256
2/ 1/ 4	158	85.14261686
3/ 1/ 4	159	85.58324767
4/ 1/ 4	160	86.03371407
5/ 1/ 4	161	86.48679416
6/ 1/ 4	162	86.94977875
7/ 1/ 4	163	87.41544634
8/ 1/ 4	164	87.88381325

CARGILL 19 YEARS  
-Stipulated Loss Values-

\* Page 5 \*

Date of Term.	Stip. Loss Number	Stip. Loss Value (%)
9/ 1/ 4	165	88.36217079
10/ 1/ 4	166	88.84329798
11/ 1/ 4	167	89.32721164
12/ 1/ 4	168	89.82120360
1/ 1/ 5	169	90.31805338
2/ 1/ 5	170	80.88574910
3/ 1/ 5	171	81.30826963
4/ 1/ 5	172	81.74056399
5/ 1/ 5	173	82.17541022
6/ 1/ 5	174	82.62009907
7/ 1/ 5	175	83.06740899
8/ 1/ 5	176	83.51735626
9/ 1/ 5	177	83.97723213
10/ 1/ 5	178	84.43981557
11/ 1/ 5	179	84.90512336
12/ 1/ 5	180	85.38044729
1/ 1/ 6	181	85.85856683
2/ 1/ 6	182	76.40747007
3/ 1/ 6	183	76.81113584
4/ 1/ 6	184	77.22451312
5/ 1/ 6	185	77.64037992
6/ 1/ 6	186	78.06602697
7/ 1/ 6	187	78.49423268
8/ 1/ 6	188	78.92501330
9/ 1/ 6	189	79.36566008
10/ 1/ 6	190	79.80895194
11/ 1/ 6	191	80.25490566
12/ 1/ 6	192	80.71081300
1/ 1/ 7	193	81.16945344
2/ 1/ 7	194	71.69881503
3/ 1/ 7	195	72.08287662
4/ 1/ 7	196	72.47658715
5/ 1/ 7	197	72.87272466
6/ 1/ 7	198	73.27857986
7/ 1/ 7	199	73.68693116
8/ 1/ 7	200	74.09779483
9/ 1/ 7	201	74.51846210
10/ 1/ 7	202	74.94171194
11/ 1/ 7	203	75.36756110
12/ 1/ 7	204	75.80330139
1/ 1/ 8	205	76.24171228
2/ 1/ 8	206	66.75078187

CARGILL 19 YEARS  
-Stipulated Loss Values-

\* Page 6 \*

Date of Term.	Stip. Loss Number	Stip. Loss Value (%)
3/ 1/ 8	207	67.11448901
4/ 1/ 8	208	67.48778269
5/ 1/ 8	209	67.86344095
6/ 1/ 8	210	68.24875455
7/ 1/ 8	211	68.63650195
8/ 1/ 8	212	69.02669944
9/ 1/ 8	213	69.42663831
10/ 1/ 8	214	69.82909755
11/ 1/ 8	215	70.23409399
12/ 1/ 8	216	70.64891947
1/ 1/ 9	217	71.06635340
2/ 1/ 9	218	61.55438430
3/ 1/ 9	219	61.89699110
4/ 1/ 9	220	62.28279751
5/ 1/ 9	221	62.67107973
6/ 1/ 9	222	63.10280424
7/ 1/ 9	223	63.53724910
8/ 1/ 9	224	63.97443178
9/ 1/ 9	225	64.45532066
10/ 1/ 9	226	64.93919407
11/ 1/ 9	227	65.42607468
12/ 1/ 9	228	65.59136393