

0-365A057

3000

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

17161

REGISTRATION NO. _____ FILED 1485

DEC 31 1990 -2 50 PM

INTERSTATE COMMERCE COMMISSION

December 31, 1990

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

17161

REGISTRATION NO. _____ FILED 1485

DEC 31 1990 -2 50 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are the original and one counterpart each of (1) Purchase and Lease Agreement, dated as of December 31, 1990, a primary document, among Cargill, Incorporated, a Delaware corporation, ("Lessee"), The CIT Group/Equipment Financing, Inc., a New York corporation, ("Lessor") and Helm Financial Corporation, a California corporation ("Seller"), and (2) Railcar Acceptance and Equipment Schedule, dated December 31, 1990, a secondary document.

The names and address of the parties to the enclosed documents are as follows:

LESSEE: Cargill, Incorporated
P.O. Box 5621
Minneapolis, MN 55440

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

SELLER: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

DEC 31 2 49 PM '90
MOTOR - EQUIPMENT

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

Spec. Maser
C. Donelan

DONELAN, CLEARY, WOOD & MASER, P. C
The Honorable Sidney L. Strickland, Jr.
December 31, 1990
Page 2

The undersigned is the attorney-in-fact of Lessee, Lessor and Seller mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original of the enclosed documents 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 \$30.00 for the required recording fee.

Short summaries of the documents to appear in the index follows:

PRIMARY DOCUMENT:

Purchase and Lease Agreement, dated as of December 31, 1990, ("Lease") among Cargill, Incorporated, ("Lessee"), The CIT Group/Equipment Financing, Inc., ("Lessor") and Helm Financial Corporation ("Seller") relating to 137 rebuilt 100 ton roller bearing 4750 aluminum covered hopper railcars as listed in Schedule I to the Lease, including those 10 rebuilt 100 ton roller bearing 4750 aluminum covered hopper railcars listed in the accompanying Railcar Acceptance and Equipment Schedule, dated December 31, 1990, bearing Lessee's Identification Nos. CLSX304, 306, 308, 311, 313, 314, 315, 316 and 319 (corresponding to original Identification Nos. SCL 835208, SBD 249078, SBD 249084, SBD 249092, SBD 249121, SBD 249148, SBD 249152, CSXT 249158, SCL 835129 and SAL 35141 respectively). (Jm)

SECONDARY DOCUMENT:

Railcar Acceptance and Equipment Schedule, dated December 31, 1990, relating to the Purchase and Lease Agreement, dated as of December 31, 1990, among Cargill, Incorporated, ("Lessee"), The CIT Group/Equipment Financing Inc. ("Lessor") and Helm Financial Corporation ("Seller"), relating to 10 rebuilt 100 ton roller bearing 4750 aluminum covered

DONELAN, CLEARY, WOOD & MASER, P C
The Honorable Sidney L. Strickland, Jr.
December 31, 1990
Page 3

hopper railcars bearing Lessee's Identification Nos. CLSX 303^{JKM}, 304, 306, 308, 311, 313, 314, 315, 316 and 319 (corresponding to original Identification Nos. SCL 835208, SBD 249078, SBD 249084, SBD 249092, SBD 249121, SBD 249148, SBD 249152, CSXT 249158, SCL 835129 and SAL 35141 respectively).

Very truly yours,

CARGILL, INCORPORATED
THE CIT GROUP/EQUIPMENT
FINANCING INC.
HELM FINANCIAL CORPORATION

By John K. Maser III

John K. Maser III
Attorney-in-Fact

004/FS
Attachments

REGISTRATION NO 17161-A
DEC 31 1990 -2 50 PM
INTERSTATE COMMERCE COMMISSION

DLJ:ln 12/28/90 (2948)

RAIL CAR ACCEPTANCE AND EQUIPMENT SCHEDULE

Reference is made to a Purchase and Lease Agreement dated as of December 31, 1990 (the "Lease"), among Helm Financial Corporation ("Helm"); Cargill, Incorporated ("Lessee"); and The C.I.T. Group/Equipment Financing, Inc. ("Lessor"). All capitalized terms not defined in this Rail Car Acceptance and Equipment Schedule have the meanings assigned thereto in the Lease.

The Lessee hereby accepts the Rail Cars identified on Schedule A hereto in accordance with the terms of the Lease. By accepting hereunder, the Lessee represents that it has inspected such Rail Cars and has found them to be in accordance with the requirements of the Lease. As further evidence of Lessee's acceptance, attached hereto as Exhibits B-1 and B-2 are copies of the Certificates of Delivery executed pursuant to the Reconstruction Agreement.

CARGILL, INCORPORATED

By: *D. J. A. Afton*
Its: *General Transp. Mgr.*

Date: *Dec. 31, 1990*

SCHEDULE A

Ten (10) rebuilt 100 ton roller bearing 4750 aluminum covered hopper Rail Cars accepted on December 31, 1990.

New Reporting Mark	Car Number	Original Reporting	Car Number
CLSX	301	SCL	835208
CLSX	304	SBD	249078
CLSX	306	SBD	249084
CLSX	308	SBD	249092
CLSX	311	SBD	249121
CLSX	313	SBD	249148
CLSX	314	SBD	249152
CLSX	315	CSXT	249158
CLSX	316	SCL	835129
CLSX	319	SAL	35141

District of Columbia)
) ss.
)

On this 31st day of December, 1990, before me personally appeared David A. Axelson, to me personally known, who, being by me duly sworn, did say that he is the General Transportation Manager of CARGILL, INCORPORATED, that the seal affixed to the foregoing instrument is the 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.

Diane G Haussein
Notary Public

My Commission Expires: 9.30.91

