

CARGILL, INCORPORATED
LAW DEPARTMENT

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February 1, 1991

RECORDATION NO 12281-E
FILED 12281-E

FEB 1 1991 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

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Michael J. Young

Writer's Direct Dial Number

(612) 475-5411

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

Re: Conditional Sale Agreement filed October 8, 1980,
2:50 P.M., recordation number 12281; Lease of
Railroad Equipment filed October 8, 1980, 2:50
P.M., recordation number 12281-B

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49
USC §11303(a) and the regulations thereunder, are the original
and two counterparts of a Statement of Intention to Change
Railcar Identification Numbers dated as of January 25, 1991, a
document by and between Cargill, Incorporated, a Delaware
corporation ("Lessee"), and La Salle National Bank, a national
banking association ("La Salle"). With respect to the filing
hereof, La Salle is acting as i) Successor Trustee for The Bank
of New York as a result of La Salle's assumption through merger
of the trustee obligations of Exchange National Bank of
Chicago, and ii) as Agent for the State of Wisconsin Investment
Board.

Please file the enclosed Statement with the aforesaid
Conditional Sale Agreement and the Lease of Railroad Equipment
and give it recordation number 12281-E.

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

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

RECORDED
16 FEB 1991

Copy made

Car

Secretary Strickland
February 1, 1991
Page 2

La Salle: La Salle National Bank
 135 South La Salle Street
 Chicago, IL 60690
 Attn: Corporate Trust Department

A general description of the railcars covered by the enclosed document is attached hereto as Schedule I. The previous railcar identification numbers were NAHX 485876-486020 (both inclusive). The new railcar numbers are: CLSX 485876-486020 (both inclusive).

The undersigned is the attorney-in-fact of Lessee and has knowledge of the matter set forth in the Statement.

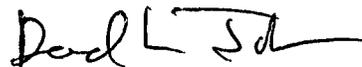
Please return the original and one counterpart of the enclosed document to David L. Jacobson at P. O. Box 9300, Minneapolis, Minnesota 55440, or to the bearer hereof. Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

The following is a short summary of the enclosed document to appear in the index:

Statement of Intent to Change Railcar Identification Numbers, dated as of January 25, 1991 by Cargill, Incorporated and La Salle National Bank relating to the change of railcar identification numbers of the 145 covered hopper cars which such railcars were leased to Cargill, Incorporated pursuant to that certain Lease of Railroad Equipment by and between Cargill, Incorporated and Exchange National Bank of Chicago, which such lease was filed with the Interstate Commerce Commission on October 8, 1980 at 2:50 P.M., recordation number 12281-B.

Thank you for your attention to this matter.

Sincerely,



David L. Jacobson

DLJ:mkm
cil/2969

SCHEDULE I

Description of Railcars

145 - 4,750 cubic feet lined covered hopper cars.

New identification numbers: CLSX 485876 - 486020 (both inclusive).

Original identification numbers: NAHX 485876 - 486020 (both inclusive).

(2994)

Interstate Commerce Commission
Washington, D.C. 20423

2/1/91

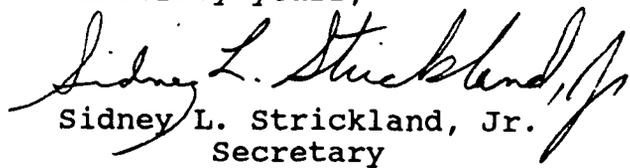
OFFICE OF THE SECRETARY

David L. Jacobson
Cargill, Incorporated
P.O. Box 9300
Minneapolis, MN. 55440

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 2/1/91 at 1:15pm, and assigned recordation number(s). 12281-E

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

12281-E
RECORDED BY
FEB 1 1991 - 1 12 PM

STATEMENT OF INTENT
TO CHANGE RAILCAR IDENTIFICATION NUMBERS
INTERSTATE COMMERCE COMMISSION

This Statement is executed this 25th day of January, 1991, by Cargill, Incorporated, a Delaware corporation (the "Lessee") and La Salle National Bank, a national banking association ("La Salle"), herein La Salle is acting as (i) Successor Trustee for the Bank of New York, and (ii) Agent for the State of Wisconsin Investment Board.

WITNESSETH:

WHEREAS, Lessee and Exchange National Bank of Chicago, a national banking association ("Exchange National Bank") as Trustee for the Bank of New York entered into that certain Lease of Railroad Equipment dated as of June 15, 1980 ("Lease") which such Lease was filed with the Interstate Commerce Commission on October 8, 1980 at 2:50 P.M., recordation number 12281-B;

WHEREAS, Exchange National Bank as Trustee for The Bank of New York and North American Car Corporation, a Delaware corporation ("NACC") entered into that certain Conditional Sale Agreement dated as of June 15, 1980 ("Conditional Sale Agreement") which such Conditional Sale Agreement was filed on October 8, 1980 at 2:50 P.M., recordation number 12281;

WHEREAS, NACC assigned all of its rights and obligations under the Conditional Sale Agreement to La Salle National Bank acting as Agent for the State of Wisconsin Investment Board (see Agreement and Assignment dated as of June 15, 1980 between NACC and La Salle National Bank which such Agreement and Assignment was filed with the Interstate Commerce Commission on October 8, 1980 at 2:50 P.M., recordation number 12281-A); and

WHEREAS, La Salle assumed through merger with the Exchange National Bank all of Exchange National Bank's rights and obligations as Trustee under that certain Trust Agreement dated as of June 15, 1980 by and between Exchange National Bank and The Bank of New York including Exchange National Bank's rights and obligations as Trustee under the Lease and the Conditional Sale Agreement; therefore, La Salle is now Successor Trustee for The Bank of New York.

NOW, THEREFORE, in light of the aforesaid conditions, the parties hereto mutually submit this Statement of Intent as follows:

Cargill, Incorporated, as Lessee under the Lease, and La Salle National Bank both as Successor Trustee and as Agent under the Lease, hereby do state their intent to change the identification numbers of the railcars leased to Cargill,

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 31st day of January, 1991, before me personally appeared Gail A. Klewin, to me personally known, who, being by me duly sworn, says that she is Assistant Vice President of La Salle National Bank and that said instrument was signed on behalf of said banking association as Successor Trustee for The Bank of New York by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was a free act and deed of said banking association.

Ruby J. Murchison
Notary Public

My Commission Expires:

OFFICIAL SEAL
RUBY J. MURCHISON
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 7/13/93

EXHIBIT A
TO STATEMENT OF INTENT TO CHANGE
RAILCAR IDENTIFICATION NUMBERS

145 - 4,750 cubic feet lined covered hopper cars.

New identification numbers: CLSX 485876 - 486020 (both inclusive).

Original identification numbers: NAHX 485876 - 486020 (both inclusive).