

RECORDATION NO. 20438
DEC 31 1996 - 10 05 AM

ALVORD AND ALVORD
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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 20438-AB
DEC 31 1996 - 10 05 AM

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

December 30 1996

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 a Memorandum of Railroad Equipment Lease, dated as of December 30, 1996, a ~~secondary~~ ^{primary} document as defined in the Board's Rules for the Recordation of Documents, and two (2) copies of each of the following secondary documents related thereto, also dated as of December 30, 1996: Memorandum of Railroad Car Net Lease Agreement and Assignment and Memorandum of Railcar Lease Agreement and Assignment

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

Memorandum of Railroad Equipment Lease

Lessor Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856

Lessee Trinity Industries Leasing Company
2000 Gardner Expressway
Quincy, Illinois 62306

C. Quentin Parrott - April 90 LHM

Memorandum of Railroad Car Net Lease Agreement and Assignment *A*

Lessor/Assignor. Trinity Industries Leasing Company
2000 Gardner Expressway
Quincy, Illinois 62306

Lessee Southern Illinois Railcar Company
One Mark Twain Plaza
Edwardsville, Illinois 62025

Assignee Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856

Memorandum of Railcar Lease Agreement and Assignment *B*

Lessor/Assignor Southern Illinois Railcar Company
One Mark Twain Plaza
Edwardsville, Illinois 62025

Lessee Continental Grain Company
222 South Riverside Plaza
Chicago, Illinois 60606

Assignee Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856

A description of the railroad equipment covered by the enclosed documents is:

200 triple covered hopper railcars bearing SIRX reporting marks and road numbers as set forth on Exhibit A attached to each Memorandum

Also enclosed is a check in the amount of \$66 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours



Robert W. Alvord

**MEMORANDUM
OF RAILCAR LEASE AGREEMENT AND ASSIGNMENT**

This Memorandum will evidence the fact that, the parties hereto have previously entered into that certain Railcar Lease Agreement dated as of July 20, 1994 , as amended (the "Lease"), by and between Southern Illinois Railcar Company ("Lessor"), having a place of business located at One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025, and Continental Grain Company ("Lessee"), having its principal place of business located at 222 South Riverside Plaza, Suite 2600, Chicago, Illinois 60606, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease. The Lease has subsequently been assigned as of December 30, 1996 to Pitney Bowes Credit Corporation ("Assignee"), having its principal place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Railcar Lease Agreement and Assignment (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day 30th of December, 1996.

LESSOR:

SOUTHERN ILLINOIS RAILCAR COMPANY

BY: _____

PRINTED NAME: _____

ITS: _____

LESSEE:

CONTINENTAL GRAIN COMPANY

BY: *Richard Kazer*

PRINTED NAME: Richard Kazer

ITS: Authorized Agent

ASSIGNEE:

PITNEY BOWES CREDIT CORPORATION

BY: _____

PRINTED NAME: _____

ITS: _____

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LESSOR:

SOUTHERN ILLINOIS RAILCAR COMPANY

BY: _____

PRINTED NAME: _____

ITS: _____

LESSEE:

CONTINENTAL GRAIN COMPANY

BY: _____

PRINTED NAME: _____

ITS: _____

ASSIGNEE:

PITNEY BOWES CREDIT CORPORATION

BY: *L.D. Osmanski*

PRINTED NAME: L.D. OSMANSKI

ITS: VICE PRESIDENT

State of ILLINOIS

County of COOK

On December 26, 1996 before me, Ed Vihnanek, Notary Public,
DATE NAME, TITLE OF OFFICER-E.G. "JANE DOE, NOTARY PUBLIC"

personally appeared Redman Koser,
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal



[Signature]
Signature of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER

TITLE(S)

- PARTNER(S) LIMITED
- ATTORNEY-IN-FACT GENERAL
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE

State of Illinois

County of Madison

On December 20, 1996 before me, Janice A. Tweedy, Notary Public,
DATE NAME, TITLE OF OFFICER-E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared Gary J. Goodman
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Janice A. Tweedy
Signature of Notary

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DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE

State of California

County of Orange

On 12/20/96 before me, Patricia E. Heard, Notary Public,
DATE NAME, TITLE OF OFFICER-E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared L. D. Osmanski,
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Patricia E. Heard
Signature of Notary

OPTIONAL

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- _____ TITLE(S)
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- OTHER _____

DESCRIPTION OF ATTACHED DOCUMENT

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NAME OF PERSON(S) OR ENTITY(IES)

_____ SIGNER(S) OTHER THAN NAMED ABOVE

EXHIBIT A

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & REPORTING MARKS</u>
Two hundred (200)	1996 5127 Cubic Foot Triple Covered Hopper Railcars	Trinity Industries, Inc. Lettered SIRX 512119 through and including 512318; and Serial Numbers 756957 through and including 756987, and 757088 through and including 757256

and all accessories, attachments, accessions, substitutions thereto.

State of Illinois

County of Madison

On December 20, 1996 before me, Janice A. Tweedy, Notary Public,
DATE NAME, TITLE OF OFFICER-E G, "JANE DOE, NOTARY PUBLIC"

personally appeared Gary J. Goodman,
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Janice A. Tweedy
Signature of Notary

OPTIONAL

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TITLE(S)

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LESSOR:

LESSEE:

SOUTHERN ILLINOIS RAILCAR COMPANY

CONTINENTAL GRAIN COMPANY

BY: 

BY: _____

PRINTED NAME: GARY J. GOODMAN

PRINTED NAME: _____

ITS: VICE PRESIDENT

ITS: _____

ASSIGNEE:

PITNEY BOWES CREDIT CORPORATION

BY: _____

PRINTED NAME: _____

ITS: _____