

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N W  
SUITE 200  
WASHINGTON, D C  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

January 15, 1998

RECORDATION NO. 20438-C, D, E FILED

JAN 15 '98

1-55PM

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, all dated as of October 15, 1997: Memorandum of Amendment to Railroad Equipment Lease, Memorandum of Amendment to 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 Amendment to Railroad Equipment Lease

|        |   |
|--------|---|
| Lessor | Pitney Bowes Credit Corporation<br>27 Waterview Drive<br>Shelton, Connecticut 06484     |
| Lessee | Trinity Industries Leasing Company<br>2000 Gardner Expressway<br>Quincy, Illinois 62306 |

*Handwritten:* b.c.m. Williams

*Vertical stamps:*  
JAN 15 1 55 PM '98  
SURFACE TRANSPORTATION BOARD

Memorandum of Amendment to Railroad Car Net Lease  
Agreement and Assignment

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

Lessor/Assignee    Pitney Bowes Credit Corporation  
                         27 Waterview Drive  
                         Shelton, Connecticut 06484

Memorandum of Amendment to Railcar Lease  
Agreement and Assignment

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

Lessor/Assignee    Pitney Bowes Credit Corporation  
                         27 Waterview Drive  
                         Shelton, Connecticut 06484

A description of the railroad equipment covered by the enclosed documents is three (3) SIRX railcars are being deleted from the Lease and are being replaced by three (3) SICX railcars as set forth in the Amendments

Also enclosed is a check in the amount of \$72 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

RWA/bg  
Enclosures

JAN 15 '98

1-55PM

MEMORANDUM OF AMENDMENT  
TO RAILCAR LEASE AGREEMENT AND ASSIGNMENT

RE: Memorandum of Railcar Lease Agreement and Assignment between Southern Illinois Railcar Company ("Lessor"), Continental Grain Company ("Lessee") and Pitney Bowes Credit Corporation ("Assignee"), Surface Transportation Board Recordation No. 20438-B filed December 31, 1996 at 10:05 A.M.

Please delete three (3) 1996 5127 Cubic Foot Triple Covered Hopper Railcars, manufactured by Trinity Industries, Inc., Lettered SIRX 512121, SIRX 512149 and SIRX 512236, and Serial Numbers 756959, 756987 and 757174 respectively and replace with the following:

Three (3) 1996 5161 Cubic Foot Triple Covered Hopper Railcars, Manufactured by Trinity Industries, Inc., Lettered SIRX 516500, SIRX 516501 and SIRX 516502, and Serial Numbers 763779, 763780 and 763781 respectively.

Except as specifically amended herein, all other terms and conditions of the Lease remain in full force and effect.

Dated this 15th day of October, 1997.

ASSIGNEE/LESSOR  
PITNEY BOWES CREDIT CORPORATION

LESSEE  
CONTINENTAL GRAIN COMPANY

By: *L.D. Osmanski*

By: *Rudman Kober*

Printed Name: L.D. OSMANSKI

Printed Name: Rudman Kober

Its: VICE PRESIDENT

Its: Authorized Agent

State of California

County of Orange

On 4/4/98 before me, Patricia E. Heard,  
DATE NAME, TITLE OF OFFICER-E G, "JANE DOE, NOTARY PUBLIC"

personally appeared L. D. Asmanski,  
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**

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 COOK

On January 9, 1998 before me, Suzanne C. Mallon, Notary Public,  
DATE NAME, TITLE OF OFFICER-E.G. "JANE DOE, NOTARY PUBLIC"

personally appeared Rodman Kober  
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.



Suzanne C. Mallon  
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
- GENERAL

- ATTORNEY-IN-FACT
- 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