

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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3-053A017

February 22, 1993

Recordation No. W-41-A

FEB 22 1993 2:05 PM

INTERSTATE COMMERCE COMMISSION

1 55 PM '93

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

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are two (2) counterparts of Schedule A No. 02337-02 to Bareboat Charter No. 02337 between Cargill Leasing Corporation ("Owner") and Iowa Fleeting Service, Inc. ("Charterer"), a secondary document, effective February 22, 1993.

It is my understanding that the recordation number to be assigned to this document as described in the preceding paragraph will be W-41-A.

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

OWNER: Cargill Leasing Corporation
Cargill Crosstown Center
600 Clearwater Drive
Minnetonka, MN 55343-9497

CHARTERER: Iowa Fleeting Service, Inc.
2308 South 4th Street
Paducah, KY 42001

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

County of Kent, Ohio

Letter to Secretary Sidney L. Strickland, Jr.
February 22, 1993
Page 2

The undersigned is the attorney-in-fact for purposes of this filing. Please return the extra copies of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereof.

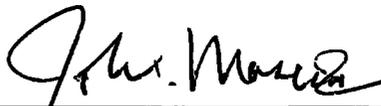
Also enclosed is a remittance in the amount of \$16.00 for the required recording fees.

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

SECONDARY DOCUMENT

Schedule A No. 02337-02 to Bareboat Charter No. 02337 between Cargill Leasing Corporation ("Owner") and Iowa Fleeting Service, Inc. ("Charterer"), a secondary document, relating to ten (10) box type covered hopper barges with fiberglass lift covers, having principal characteristics and dimensions of 200' x 35' x 12', built by Jeffboat, a division of American Commercial Marine Service Company, Barge numbers MTC 276B through MTC 285B, inclusive, Official numbers 989826 through 989835, inclusive, and Hull numbers 92-2748 through 92-2757, inclusive.

Respectfully submitted,

By: 

John K. Maser III
Attorney-In-Fact

SCHEDULE I

DESCRIPTION OF VESSELS COVERED BY SCHEDULE A NO. 02337-02 TO BAREBOAT CHARTER NO. 02337

Ten (10) box type hopper barges with fiberglass lift covers, having principal characteristics and dimensions of 200' x 35' x 12'

<u>BARGE #</u>	<u>OFFICIAL #</u>	<u>HULL #</u>
MTC 276B	989826	92-2748
MTC 277B	989827	92-2749
MTC 278B	989828	92-2750
MTC 279B	989829	92-2751
MTC 280B	989830	92-2752
MTC 281B	989831	92-2753
MTC 282B	989832	92-2754
MTC 283B	989833	92-2755
MTC 284B	989834	92-2756
MTC 285B	989835	92-2757

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Feb. 22, 1993

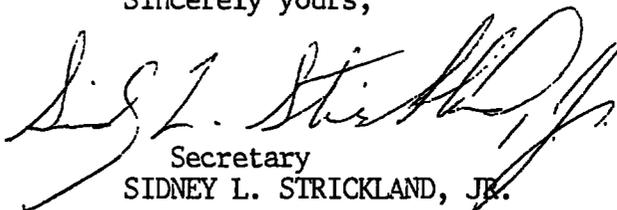
John K. Maser III, Esq.
Donelan, Cleary, Wood, & Maser
P.C., Suite 850
1275 K Street, N.W.
Washington, D.C. 20005-4006

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 **Feb. 22, 1993** at **2:05 PM**, and assigned recordation number(s).

W-41-A

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

41-A

FEB 22 1993 -2 05 PM

INTERSTATE COMMERCE COMMISSION

Lease No. 02337-02

CARGILL LEASING CORPORATION (Herein called Owner)

SCHEDULE A

Charterer Name: Iowa Fleeting Service, Inc.
2308 South 4th Street
Paducah, KY 42001

1. The Charter Term for the Vessels covered by this Schedule shall commence on February 22, 1993 ("Commencement Date") and shall continue for a period of ninety-six (96) months. As Rent for the Vessels covered by this Schedule throughout the Charter Term thereof, Charterer hereby agrees to pay Owner the sum of \$285,000.00 on February 22, 1993, followed by the sum of \$18,879.50 per month, beginning March 22, 1993, and the same amount on the same day of each of the ninety-four (94) consecutive months thereafter. Rent shall be paid to Owner at SDS 12-0552, Minneapolis, MN 55486, or at such other location as Owner may from time to time instruct Charterer in writing.

2. The Vessels covered by this Schedule has a depreciable life of ten (10) years.

3. Charterer agrees that if it exercises any termination option pursuant to Section 35 of the Bareboat Charter with respect to the Vessels under Schedule A No. 02337-01, Charterer shall be deemed to have exercised the same termination option under this Schedule A No. 02337-02 involving the remainder of the twenty-six (26) Vessels referenced in Section 1 of the Bareboat Charter.

4. Subject to Section 35 of the Bareboat Charter, Charterer agrees that if it elects to purchase the Vessels under Schedule A No. 02337-01 for the percentage of the total Vessel cost stated therein, Charterer shall be deemed to have elected to purchase the Vessels under this Schedule A No. 02337-02 involving the remainder of the twenty-six (26) Vessels referenced in Section 1 of the Bareboat Charter.

5. The following Vessels are hereby chartered on the terms specified in this Schedule and this Schedule becomes a part of and subject to the terms and conditions of that certain Bareboat Charter No. 02337, dated December 22, 1992, which, except as modified herein, remains in full force and effect.

Quantity	Vessel	Official No.	Hull No.	Total
Ten (10)	Hopper Barges with Fiberglass Lift Covers (see attached Exhibit A Vessel, Hill and Official Numbers)			\$2,162,500.00

The Estimate of Fair Market Value at Lease Termination is 55% or \$1,189,375.00

Total Cost	\$2,162,500.00
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Place of Delivery: Louisville, KY / Jefferson County

EXHIBIT A
TO
SCHEDULE A NO. 02237-02

PAGE 2 OF 3

<u>VESSEL</u>	<u>OFF. NO.</u>	<u>HULL NO.</u>
MTC 276B	989826	92-2748
MTC 277B	989827	92-2749
MTC 278B	989828	92-2750
MTC 279B	989829	92-2751
MTC 280B	989830	92-2752
MTC 281B	989831	92-2753
MTC 282B	989832	92-2754
MTC 283B	989833	92-2755
MTC 284B	989834	92-2756
MTC 285B	989835	92-2757

SCHEDULE A
Stipulated Loss Value (SLV) Schedule
Percent of Original Equipment Cost

*MONTH	SLV	*MONTH	SLV	*MONTH	SLV
1	96.7172	33	86.5904	65	72.1079
2	96.4440	34	85.9548	66	71.7810
3	96.4933	35	85.5612	67	71.2852
4	95.9070	36	85.4027	68	70.5944
5	95.6376	37	84.7627	69	70.2535
6	95.6794	38	84.3580	70	69.5705
7	95.3980	39	84.1814	71	69.0530
8	94.8053	40	83.5370	72	68.6957
9	94.8222	41	83.1210	73	68.0088
10	94.2253	42	82.9266	74	67.4811
11	93.9295	43	82.5017	75	67.1072
12	93.9251	44	81.8519	76	66.4164
13	93.3229	45	81.6415	77	65.8784
14	93.0137	46	80.9892	78	65.4863
15	92.9876	47	80.5525	79	64.9402
16	92.3802	48	80.3253	80	64.2442
17	92.0575	49	79.6689	81	63.8375
18	92.0133	50	79.2217	82	63.1391
19	91.6796	51	78.9775	83	62.5808
20	91.0657	52	78.3171	84	62.1568
21	91.0002	53	77.8593	85	61.4543
22	90.3829	54	77.5972	86	60.8853
23	90.0359	55	77.1311	87	60.4438
24	89.9511	56	76.4654	88	59.7373
25	89.3290	57	76.1889	89	59.1574
26	88.9699	58	75.5209	90	58.6970
27	88.8655	59	75.0433	91	58.1085
28	88.2386	60	74.7505	92	57.3965
29	87.8672	61	74.0786	93	56.9206
30	87.7449	62	73.5909	94	56.2080
31	87.3637	63	73.2816	95	55.6048
32	86.7310	64	72.6059	96	55.1107

*DESIGNATES BEGINNING OF SUCH MONTH NUMBER

BY EXECUTION HEREOF, THE SIGNER HEREBY CERTIFIES THAT HE HAS READ BOTH PAGES OF THIS SCHEDULE A AND THAT HE IS DULY AUTHORIZED TO EXECUTE SAME ON BEHALF OF LESSEE.

Date of Execution X 2/18/93

CARGILL LEASING CORPORATION

By: *Kevin M. Keegan*
 Authorized Signature

Title: *Vice President*

IOWA FLEETING SERVICE, INC.

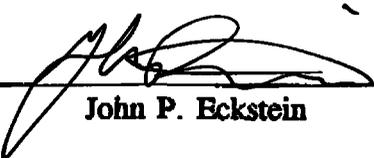
By: X *[Signature]*
 Authorized Signature

Title: X *Vice President*

CORPORATE ACKNOWLEDGEMENT
OF THE SCHEDULE A NO. 02337-02 BETWEEN
CARGILL LEASING CORPORATION AND IOWA FLEETING SERVICE, INC.
(Page 2 of 2)

The following serves to acknowledge for purposes of Interstate Commerce Commission filings the parties' signatures to the Schedule A No. 02337-02 between Cargill Leasing Corporation and Iowa Fleeting Service, Inc.:

IOWA FLEETING SERVICE, INC.

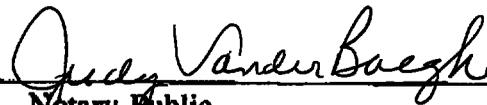
BY: 
John P. Eckstein

ITS: Vice President

DATE: 18th February 1993

STATE OF Kentucky)
COUNTY OF McCracken)

On this 18th day of February, 1993, before me personally appeared John P. Eckstein, to me personally known, who, being by me duly sworn, did say that he is Vice President of Iowa Fleeting Service, Inc., the corporation described in and which executed the above Schedule A instrument; 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 said corporation.


Notary Public

My Commission expires:

2/10/94

CORPORATE ACKNOWLEDGEMENT
OF THE SCHEDULE A NO. 02337-02 BETWEEN
CARGILL LEASING CORPORATION AND IOWA FLEETING SERVICE, INC.
(Page 1 of 2)

The following serves to acknowledge for purposes of Interstate Commerce Commission filings the parties' signatures to the Schedule A No. 02337-02 between Cargill Leasing Corporation and Iowa Fleeting Service, Inc.:

CARGILL LEASING CORPORATION

BY: Kevin M. Krueger
Kevin M. Krueger

ITS: Vice President

DATE: 19th February 1993

STATE OF Minnesota)

COUNTY OF Hennepin)

On this 19th day of February, 1993, before me personally appeared Kevin M. Krueger, to me personally known, who, being by me duly sworn, did say that he is Vice President of Cargill Leasing Corporation, the corporation described in and which executed the above Schedule A instrument; 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 said corporation.



Lisa M Merk
Notary Public

My Commission expires:

3-6-94