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RECORDATION NO. 16537F FILED 1425

NOV 30 1989 -9 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16537D FILED 1425

NOV 30 1989 -9 10 AM

INTERSTATE COMMERCE COMMISSION

November 30, 1989

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

9-331A001

Dear Secretary McGee:

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 (i) Lease Supplement No. 2, dated November 30, 1989, relating to the Lease of Railroad Equipment between Cargill, Incorporated, a Delaware corporation ("Lessee") and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, except as otherwise set forth in such document, but solely as Owner Trustee under the Trust Agreement referred to therein ("Lessor"), a primary document, dated as of September 15, 1989, recorded under Recordation No. 16537; and (ii) Loan and Security Agreement Supplement No. 2, dated November 30, 1989, relating to the Loan and Security Agreement between The Prudential Insurance Company of America, a New Jersey corporation ("Lender"), and Wilmington Trust Company, not in its individual capacity, except as otherwise set forth in such document, but solely as trustee under the Trust Agreement referred to therein ("Owner Trustee"), a primary document, dated as of September 15, 1989, recorded under Recordation No. 16537-B.

It is my understanding that the Recordation numbers to be assigned to these two new documents, as described in the preceding paragraph, will be: (i) 16537-D and (ii) 16537-E.

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

Handwritten signatures:
- Alex. Wood
- Cleary

Letter to Secretary McGee

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November 30, 1989

(i) Lease Supplement No. 2

LESSEE: Cargill, Incorporated
P.O. Box 9300
Minneapolis, MN 55440

LESSOR: Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890

(ii) Loan and Security Agreement Supplement No. 2

LENDER: The Prudential Insurance Company
of America
c/o Prudential Capital Corporation
2930 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402

OWNER

TRUSTEE: Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890

A general description of the railroad equipment covered by the enclosed documents is attached hereto as Schedule 1.

The undersigned is the attorney-in-fact of Cargill, Incorporated, Wilmington Trust Company and The Prudential Insurance Company of America 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, Esq., Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005, or to the bearer hereof.

Letter to Secretary McGee

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Also enclosed is a remittance in the amount of \$30.00 for the required recording fees.

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

SECONDARY DOCUMENTS:

1. Lease Supplement No. 2, dated November 30, 1989, relating to the Lease of Railroad Equipment, dated as of September 15, 1989, recorded under Recordation No. 16537, between Cargill, Incorporated, a Delaware corporation, P.O. Box 9300, Minneapolis, Minnesota 55440 ("Lessee") and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, except as otherwise set forth in such document, but solely as Owner Trustee under the Trust Agreement referred to therein, Rodney Square North, Wilmington, Delaware 19890 ("Lessor"), relating to 94 Rail Tank Cars, Lessee Identification Nos. CRGX-4952, 4980, 4984, 4991, 4993-4994, 5002, 5006, 5010-5011, 5023-5025, 5027, 5031-5032, 5034, 5037, 5039, 5058, 5061-5062, 5070-5071, 5073, 5076, 5078-5083, 5085-5127, 5133, 5139, 5142-5143, 5154-5155, 5158, 5161, 5166-5176 (inclusive).
2. Loan and Security Agreement Supplement No. 2, dated November 30, 1989, relating to the Loan and Security Agreement, dated as of September 15, 1989, recorded under Recordation No. 16537-B, between The Prudential Insurance Company of America, a New Jersey corporation, c/o Prudential Capital Corporation, 2930 Norwest Center, 90 South Seventh Street, Minneapolis, Minnesota 55402 ("Lender") and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, except as otherwise set forth in such document, but solely as trustee under the Trust Agreement referred to therein, Rodney Square North, Wilmington, Delaware 19890 ("Owner Trustee"), relating to 94 Rail Tank Cars, Cargill, Incorporated Identification Nos. CRGX-4952, 4980, 4984, 4991, 4993-4994, 5002, 5006, 5010-5011, 5023-5025, 5027, 5031-5032, 5034, 5037, 5039, 5058, 5061-5062, 5070-5071,

Letter to Secretary McGee

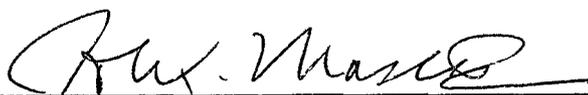
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November 30, 1989

5073, 5076, 5078-5083, 5085-5127, 5133, 5139, 5142-5143, 5154-5155, 5158, 5161, 5166-5176 (inclusive).

Very truly yours,

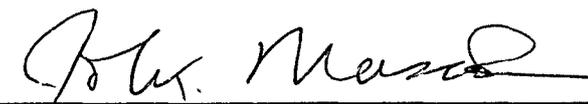
CARGILL, INCORPORATED

By: 
John K. Maser III
Attorney-in-Fact

THE PRUDENTIAL INSURANCE
COMPANY OF AMERICA

By: 
John K. Maser III
Attorney-in-Fact

WILMINGTON TRUST COMPANY

By: 
John K. Maser III
Attorney-in-Fact

004/FS
Attachments

SCHEDULE 1

Description of Rail Cars

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Lessee's Identifi- cation Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Specifi- cations</u>	<u>Specifications</u>	<u>Price</u>
Corn Milling Cars 94	Trinity Industries, Inc.	CRGX-4952, 4980, 4984, 4991, 4993- 4994, 5002, 5006, 5010- 5011, 5023- 5025, 5027, 5031-5032, 5034, 5037, 5039, 5058, 5061-5062, 5070-5071, 5073, 5076, 5078-5083, 5085-5127, 5133, 5139, 5142-5143, 5154-5155, 5158, 5161, 5166-5176 (inclusive).	T-104	111A100W-3	BO 8907	\$54,503.00

Interstate Commerce Commission
Washington, D.C. 20423

11/30/89

OFFICE OF THE SECRETARY

John K. Maser III
Donelan, Cleary, Wood & Maser
1275 K St. N.W. Suite 850
Washington, D.C. 20005

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 11/30/89 at 9:10am and assigned recordation number(s). 16537-D & 15537-E

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

NOV 30 1989 -9 10 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 2

Delivery Date: November 30, 1989

THIS LEASE SUPPLEMENT is executed and delivered to Wilmington Trust Company, a Delaware banking corporation, not individually but solely as trustee under that certain Trust Agreement, dated as of September 15, 1989, between State Street Bank and Trust Company and said trustee (the "Lessor"), by CARGILL, INCORPORATED, a Delaware corporation (the "Lessee"), pursuant to and in accordance with the Lease of Railroad Equipment dated as of September 15, 1989, between Lessor and Lessee (the "Lease"). Unless otherwise defined herein, capitalized terms in this Lease Supplement are used with the respective meanings specified in Schedule I to the Lease.

1. The Rail Cars covered by this Supplement consist of the items described in Schedule 1 attached hereto.
2. Lessee confirms that the Rail Cars covered hereby have been delivered to it in good working order and condition, and have been inspected and accepted by Lessee as of the Delivery Date set forth above.
3. The Purchase Price of each of the Rail Cars covered hereby is set forth in Schedule 1 attached hereto and the aggregate Purchase Price for such Rail Cars is \$5,123,282.00
4. The percentages of Basic Rent, Casualty Value and Termination Value for the Rail Cars covered by this Lease Supplement are set forth, respectively, in Schedules 2, 3 and 4 hereto.
5. Lessee hereby: (a) confirms that the Rail Cars covered hereby are of the size, design, capacity and manufacture selected by it and meet the provisions of the applicable purchase agreement with the Manufacturer with respect thereto; (b) confirms that the Rail Cars have been or prior to the Basic Term Commencement Date, but in any event prior to any Rail Car leaving the respective Manufacturer's Facilities, will be marked in accordance with all of the provisions of Section 6.1 of the Lease; (c) confirms that the Rail Cars appear to conform to the modifications, requirements and standards applicable thereto as provided in the Lease; and (d) irrevocably accepts said Rail Cars "as-is, where-is" for all purposes of the Lease as of the Delivery Date as set forth above.
6. By the execution and delivery of this Supplement by Lessee, and the acceptance thereof by Lessor, Lessee and Lessor reaffirm all of the terms, provisions and conditions of the Lease.

Accepted as of the Delivery Date
set forth above:

WILMINGTON TRUST COMPANY, not
individually (except as
otherwise provided in the
Lease), but solely as Owner
Trustee under the Trust
Agreement

[Seal]

By 
Its Financial Services Officer

State of Delaware
County of New Castle ss.

On this ____ day of November, 1989, before me personally
appeared James P. Lawler, to me personally
known, who, being by me duly sworn, did say that he is a
Financial Services Officer of
Wilmington Trust Company, that the seal affixed to the foregoing
instrument is the corporate 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.


Notary Public

My Commission Expires:

4/20/91

SCHEDULE 1 TO LEASE
SUPPLEMENT NO. 2

Description of Rail Cars

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Lessee's Identification Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT specifications</u>	<u>Specifications</u>	<u>Purchase Price</u>
Corn Milling Tank Cars - 94	Trinity Industries, Inc.	CRGX- 4952, 4980, 4984, 4991, 4993-4994, 5002, 5006, 5010-5011, 5023-5025, 5027, 5031-5032, 5034, 5037, 5039, 5058, 5061-5062, 5070-5071, 5073, 5076, 5078-5083, 5085-5127, 5133, 5139, 5142-5143, 5154-5155, 5158, 5161, 5166-5176 (inclusive)	T-104	111A100W-3	BO 8907	\$54,503.00

SCHEDULE 2 TO LEASE
SUPPLEMENT NO.2

Basic Rent Percentages

<u>Rental Payment Date</u>	<u>Percentages of Purchase Price</u>
1/ 2/1990	0.00000000
7/ 2/1990	3.34810806
1/ 2/1991	4.53760972
7/ 2/1991	3.29190411
1/ 2/1992	4.59381368
7/ 2/1992	3.23038888
1/ 2/1993	4.65532890
7/ 2/1993	3.16306046
1/ 2/1994	4.72265732
7/ 2/1994	3.08936951
1/ 2/1995	4.79634827
7/ 2/1995	3.00871476
1/ 2/1996	4.87700302
7/ 2/1996	2.92043814
1/ 2/1997	4.96527964
7/ 2/1997	2.82381938
1/ 2/1998	5.06189840
7/ 2/1998	3.27629872
1/ 2/1999	10.84309840
7/ 2/1999	3.40442017
1/ 2/2000	6.21439256
7/ 2/2000	3.42370696
1/ 2/2001	6.29284155
7/ 2/2001	3.34525796
1/ 2/2002	7.77456415
7/ 2/2002	1.86353537
1/ 2/2003	7.94157361
7/ 2/2003	1.69652590
1/ 2/2004	8.11763149
7/ 2/2004	1.52046802
1/ 2/2005	8.37203311
7/ 2/2005	1.26606640
1/ 2/2006	8.72444133
7/ 2/2006	0.91365819
1/ 2/2007	9.11180370
7/ 2/2007	0.52629581
1/ 2/2008	9.53758722
7/ 2/2008	0.10051229
1/ 2/2009	9.63809951
7/ 2/2009	0.00000000

TOTALS	176.99055468

SCHEDULE 3 TO LEASE
SUPPLEMENT NO. 2

Casualty Value Schedule

<u>Date</u>	<u>Casualty Value</u>
2 JAN 1990	104.159713
2 FEB 1990	105.026988
2 MAR 1990	105.888700
2 APR 1990	106.726745
2 MAY 1990	107.566656
2 JUN 1990	108.382756
2 JUL 1990	109.200575
2 AUG 1990	106.672018
2 SEP 1990	107.467620
2 OCT 1990	108.264805
2 NOV 1990	109.063583
2 DEC 1990	109.838276
2 JAN 1991	110.614412
2 FEB 1991	106.845023
2 MAR 1991	107.603291
2 APR 1991	108.345097
2 MAY 1991	109.088190
2 JUN 1991	109.814721
2 JUL 1991	110.542437
2 AUG 1991	107.979441
2 SEP 1991	108.691694
2 OCT 1991	109.405037
2 NOV 1991	110.119476
2 DEC 1991	110.817163
2 JAN 1992	111.515842
2 FEB 1992	107.611455
2 MAR 1992	108.293950
2 APR 1992	108.965171
2 MAY 1992	109.637277
2 JUN 1992	110.298038
2 JUL 1992	110.959614
2 AUG 1992	108.391621
2 SEP 1992	109.042609
2 OCT 1992	109.694346
2 NOV 1992	110.346839
2 DEC 1992	110.987856
2 JAN 1993	111.629557
2 FEB 1993	107.605395
2 MAR 1993	108.231818
2 APR 1993	108.850733
2 MAY 1993	109.470260
2 JUN 1993	110.082233
2 JUL 1993	110.694772
2 AUG 1993	108.144818
2 SEP 1993	108.750329

2	OCT	1993	109.356362
2	NOV	1993	109.962920
2	DEC	1993	110.561839
2	JAN	1994	111.161236
2	FEB	1994	107.026174
2	MAR	1994	107.610624
2	APR	1994	108.187531
2	MAY	1994	108.764851
2	JUN	1994	109.334580
2	JUL	1994	109.904675
2	AUG	1994	107.385768
2	SEP	1994	107.948594
2	OCT	1994	108.511739
2	NOV	1994	109.075206
2	DEC	1994	109.630990
2	JAN	1995	110.187046
2	FEB	1995	105.933585
2	MAR	1995	106.473190
2	APR	1995	107.005221
2	MAY	1995	107.537455
2	JUN	1995	108.062064
2	JUL	1995	108.586828
2	AUG	1995	106.103032
2	SEP	1995	106.620278
2	OCT	1995	107.137629
2	NOV	1995	107.655087
2	DEC	1995	108.164852
2	JAN	1996	108.674621
2	FEB	1996	104.292739
2	MAR	1996	104.787895
2	APR	1996	105.279647
2	MAY	1996	105.768702
2	JUN	1996	106.257773
2	JUL	1996	106.744512
2	AUG	1996	104.310814
2	SEP	1996	104.797553
2	OCT	1996	105.284293
2	NOV	1996	105.771033
2	DEC	1996	106.257773
2	JAN	1997	106.744513
2	FEB	1997	102.249869
2	MAR	1997	102.720505
2	APR	1997	103.191142
2	MAY	1997	103.661779
2	JUN	1997	104.132415
2	JUL	1997	104.603052
2	AUG	1997	102.249869
2	SEP	1997	102.720505
2	OCT	1997	103.191191
2	NOV	1997	103.661877
2	DEC	1997	104.132563
2	JAN	1998	104.605618
2	FEB	1998	99.998412
2	MAR	1998	100.453105
2	APR	1998	100.000000

2 JUN 1998	101.825547
2 JUL 1998	102.286513
2 AUG 1998	99.464909
2 SEP 1998	99.919605
2 OCT 1998	100.376883
2 NOV 1998	100.834178
2 DEC 1998	101.291491
2 JAN 1999	101.751404
2 FEB 1999	91.302686
2 MAR 1999	91.697068
2 APR 1999	92.092598
2 MAY 1999	92.493453
2 JUN 1999	92.896604
2 JUL 1999	93.300610
2 AUG 1999	90.290574
2 SEP 1999	90.684959
2 OCT 1999	91.084661
2 NOV 1999	91.484399
2 DEC 1999	91.884984
2 JAN 2000	92.289301
2 FEB 2000	86.446385
2 MAR 2000	86.817862
2 APR 2000	87.191704
2 MAY 2000	87.571153
2 JUN 2000	87.954084
2 JUL 2000	88.335802
2 AUG 2000	85.283575
2 SEP 2000	85.655056
2 OCT 2000	86.032129
2 NOV 2000	86.409239
2 DEC 2000	86.787111
2 JAN 2001	87.169165
2 FEB 2001	81.223578
2 MAR 2001	81.570833
2 APR 2001	81.920574
2 MAY 2001	82.276242
2 JUN 2001	82.635494
2 JUL 2001	82.993656
2 AUG 2001	79.995656
2 SEP 2001	80.342915
2 OCT 2001	80.696084
2 NOV 2001	81.049293
2 DEC 2001	81.403215
2 JAN 2002	81.761740
2 FEB 2002	74.297838
2 MAR 2002	74.608501
2 APR 2002	74.921791
2 MAY 2002	75.241490
2 JUN 2002	75.565169
2 JUL 2002	75.891445
2 AUG 2002	74.354289
2 SEP 2002	74.687181
2 OCT 2002	75.020222
2 NOV 2002	75.053412
2 DEC 2002	75.693159

2	FEB	2003	68.356853
2	MAR	2003	68.639686
2	APR	2003	68.925360
2	MAY	2003	69.217810
2	JUN	2003	69.514677
2	JUL	2003	69.814083
2	AUG	2003	68.417074
2	SEP	2003	68.723477
2	OCT	2003	69.030037
2	NOV	2003	69.336755
2	DEC	2003	69.650407
2	JAN	2004	69.945536
2	FEB	2004	62.081339
2	MAR	2004	62.334895
2	APR	2004	62.591394
2	MAY	2004	62.855056
2	JUN	2004	63.123542
2	JUL	2004	63.394558
2	AUG	2004	62.145223
2	SEP	2004	62.423635
2	OCT	2004	62.702213
2	NOV	2004	62.980958
2	DEC	2004	63.267033
2	JAN	2005	63.536390
2	FEB	2005	55.391420
2	MAR	2005	55.621773
2	APR	2005	55.859972
2	MAY	2005	56.098353
2	JUN	2005	56.344634
2	JUL	2005	56.591150
2	AUG	2005	55.571836
2	SEP	2005	55.826545
2	OCT	2005	56.081545
2	NOV	2005	56.336838
2	DEC	2005	56.600143
2	JAN	2006	56.863798
2	FEB	2006	48.344625
2	MAR	2006	48.553678
2	APR	2006	48.771601
2	MAY	2006	48.989961
2	JUN	2006	49.217253
2	JUL	2006	49.445044
2	AUG	2006	48.759680
2	SEP	2006	48.996971
2	OCT	2006	49.234829
2	NOV	2006	49.473258
2	DEC	2006	49.720751
2	JAN	2007	49.968878
2	FEB	2007	41.041279
2	MAR	2007	41.229901
2	APR	2007	41.428537
2	MAY	2007	41.627911
2	JUN	2007	41.837371
2	JUL	2007	42.047642
2	AUG	2007	41.732432

2	OCT	2007	42.175824
2	NOV	2007	42.398859
2	DEC	2007	42.632137
2	JAN	2008	42.866385
2	FEB	2008	33.493057
2	MAR	2008	33.662451
2	APR	2008	33.843138
2	MAY	2008	34.024918
2	JUN	2008	34.218072
2	JUL	2008	34.412402
2	AUG	2008	34.576008
2	SEP	2008	34.851594
2	OCT	2008	35.128446
2	NOV	2008	35.406575
2	DEC	2008	35.696263
2	JAN	2009	35.901795
2	FEB	2009	26.453275
2	MAR	2009	26.648228
2	APR	2009	26.854522
2	MAY	2009	27.061733
2	JUN	2009	27.280366
2	JUL	2009	27.500000
2	AUG	2009	27.500000
2	SEP	2009	27.500000
2	OCT	2009	27.500000
2	NOV	2009	27.500000
2	DEC	2009	27.500000
2	JAN	2010	27.500000

SCHEDULE 4 TO LEASE
SUPPLEMENT NO. 2

Termination Values Schedule

<u>Date</u>	<u>Termination Value</u>
2 JAN 1990	104.159713
2 JUL 1990	109.200575
2 JAN 1991	110.614412
2 JUL 1991	110.542437
2 JAN 1992	111.515842
2 JUL 1992	110.959614
2 JAN 1993	111.629557
2 JUL 1993	110.694792
2 JAN 1994	111.161236
2 JUL 1994	109.904675
2 JAN 1995	110.187046
2 JUL 1995	108.586828
2 JAN 1996	108.674621
2 JUL 1996	106.744512
2 JAN 1997	106.744513
2 JUL 1997	104.603052
2 JAN 1998	104.605618
2 JUL 1998	102.286513
2 JAN 1999	101.751404
2 JUL 1999	93.300610
2 JAN 2000	92.289301
2 JUL 2000	88.335802
2 JAN 2001	87.169165
2 JUL 2001	82.993656
2 JAN 2002	81.761740
2 JUL 2002	75.891445
2 JAN 2003	76.015594
2 JUL 2003	69.814083
2 JAN 2004	69.945536
2 JUL 2004	63.394558
2 JAN 2005	63.536390
2 JUL 2005	56.591150
2 JAN 2006	56.863798
2 JUL 2006	49.445044
2 JAN 2007	49.968878
2 JUL 2007	42.047642
2 JAN 2008	42.866385
2 JUL 2008	34.412402
2 JAN 2009	35.901795
2 JUL 2009	27.500000
2 JAN 2010	27.500000