



**Tina Amico**  
VP, Contracts  
CIT Rail

March 31, 2014

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

**RE: CGL06043**

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as January 15, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Cargill Incorporated  
15407 McGinty Road West MS 78  
Wayzata, MN 55440-9300

Lessor: The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive, Suite 2900  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CEFX 636940 through CEFX 637006 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

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

Best regards,

/s

Tina Amico  
VP, Contracts  
CIT Rail

Enclosures

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15 day of January, 2014, is made by CIT RAILCAR FUNDING COMPANY, LLC, a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and CARGILL, INCORPORATED, a Delaware corporation, with an address at 15407 McGinty Road West MS 78, Wayzata, Minnesota 55440-9300 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Agreement") dated as of October 8, 1997, and Schedule No. 43 thereto dated as of January 15, 2014 (the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT RAILCAR FUNDING COMPANY, LLC

By: THE CIT GROUP/EQUIPMENT FINANCING, INC., as Manager

By: [Signature]  
Name: Jeffrey T Lytle  
Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CARGILL, INCORPORATED

By: [Signature]  
Name: George Schember  
Title: V.P. Transportation

**Schedule A**

<b><u>Quantity</u></b>	<b><u>Description</u></b>
50	6,351 c.f. gravity covered hopper cars, food grade

**Reporting Marks and Numbers**

CEFX	636940	CEFX	636975
CEFX	636941	CEFX	636976
CEFX	636942	CEFX	636977
CEFX	636943	CEFX	636978
CEFX	636948	CEFX	636980
CEFX	636949	CEFX	636981
CEFX	636950	CEFX	636982
CEFX	636951	CEFX	636983
CEFX	636953	CEFX	636984
CEFX	636954	CEFX	636985
CEFX	636955	CEFX	636986
CEFX	636956	CEFX	636987
CEFX	636957	CEFX	636988
CEFX	636960	CEFX	636990
CEFX	636961	CEFX	636991
CEFX	636962	CEFX	636993
CEFX	636963	CEFX	636996
CEFX	636964	CEFX	636997
CEFX	636965	CEFX	636999
CEFX	636966	CEFX	637000
CEFX	636967	CEFX	637001
CEFX	636968	CEFX	637002
CEFX	636969	CEFX	637004
CEFX	636972	CEFX	637005
CEFX	636974	CEFX	637006