



# LEXIS Document Services

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December 9, 1997

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO. 21067

FILED

DEC 15 '97

10-08 AM

Dear Janice,

Enclosed are 2 railcar leases that need to be filed. Each filing will include an original plus 2 copies, both notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Cargill Incorporated Dated 12/3/97. Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a Fed X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3rd day of December 1997 is made by CARGILL, INCORPORATED, a Delaware corporation, with an address at 15615 McGinty Road West, Minneapolis, Minnesota (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 02 hereto (the "Equipment");

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.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Nancy Nardella Coblaro  
Name: Nancy Nardella Coblaro  
Title: Vice President

CARGILL, INCORPORATED

By: W J Penn  
Name: W J Penn  
Title: Vice President

STATE OF MINNESOTA )  
 ) SS:  
COUNTY OF HENNEPIN )

On this 21 day of November, 1997 before me personally appears W. J. Burns, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of CARGILL, INCORPORATED (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

JoAnn B. Haugen  
Notary Public



My Commission expires:

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 30 day of November, 1997 before me personally appears Yamey Nadella COBRAZO, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

SCHEDULE NO. 02

Quantity

Equipment Description

Reporting Marks and Numbers

100

Johnstown America built 5400  
CF capacity aluminum  
grainporters

JAIX96250 through JAIX96349