



# LEXIS® Document Services

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June 1, 1999

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

RECORDATION NO. 22184 FILED

JUN 2 '99

1-00PM

Dear Janice,

Enclosed are three (3) originals of the Memorandum of Railcar Lease Agreement dated as of May 11, 1999 between the following parties:

Lessor: CIT GROUP/EQUIPMENT FINANCING INC

Lessee: BADGER GRAIN COMPANY

The equipment involved in this transaction is as follows:

Equipment: 25 - 4650/4750 C.F. COVERED RAILCARS

Please file this Memorandum and return TWO (2) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

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

## MEMORANDUM OF RAILCAR LEASE JUN 2 '99

1-00PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of May, 1999, is made by 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 Badger Grain Company, a Wisconsin corporation, with an address at 461 W. Madison Avenue, P.O. Box 600, Darien, WI 53114-0600 (the "Lessee" and, together with the Lessor, 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 May 11, 1999 covering the equipment listed on Schedule A 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: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

BADGER GRAIN COMPANY

By: Name: FRED M. LAWTONTitle: P.O.

STATE OF WI )  
 )  
COUNTY OF WAL ) SS:

On this 20<sup>th</sup> day of May, 1999 before me personally appears Fred H Lawton, to me personally known, who by me duly sworn, says that he/she is the President of BADGER GRAIN COMPANY (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.

Kathleen M. McKinney  
Notary Public

[SEAL]

My Commission expires: 11-10-02

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

On this 11<sup>th</sup> day of May, 1999 before me personally appears LAWRENCE E. LITTEHEAD, 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, 2000

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
25	4650/4750 c.f. covered railcars	CEFX 15104 CEFX 15119 CEFX 15149 CEFX 15152 CEFX 15159 CEFX 15223 CEFX 15239 CEFX 15261 CEFX 15269 CEFX 15284 CEFX 15285 CEFX 15292 CEFX 15299 CEFX 15302 CEFX 15311 CEFX 15316 CEFX 15318 CEFX 15324 CEFX 15335 CEFX 15339 CEFX 15362 CEFX 15369 CEFX 15373 CEFX 15391 CEFX 15407