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RECORDATION NO 20900-A FILED

DEC 16 '98 10-55 AM

RECEIVED SURFACE TRANSPORTATION BOARD DEC 16 10 55 AM '98

December 15, 1998

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

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and

1) Corn Products International Inc. dated 12/1/98 (return 2 copies)
2) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
3) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
4) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)

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

Rebecca Heisler
Administrator

enclosure

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FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of December, 1998 is made by Greenbrier Leasing Corporation, a Oregon corporation, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 (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 9/30/97 covering the equipment listed on Rider 1 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: [signature]
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

GREENBRIER LEASING CORPORATION,

By: Norris W. Webb
Name:
Title: Executive Vice President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On this 23rd day of November, 1998 before me personally appeared Norriss M. Webb, to me personally known, who by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he 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.

Janet E. Johnston
Notary Public

My Commission expires: 5/28/2002

OFFICIAL SEAL
JANET E JOHNSTON
NOTARY PUBLIC-OREGON
COMMISSION NO. 311369
MY COMMISSION EXPIRES MAY 28, 2002

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 1st day of December, 1998 before me personally appeared Lawrence Littlefield, 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~~ 2000

Car Count: 100

RIDER 1

Old Car Mark and Number	New Car Mark and Number	Remark Date
WCRC 65002	GBRX 65002	
WCRC 65005	GBRX 65005	
WCRC 65006	GBRX 65006	9/25/98
WCRC 65014	GBRX 65014	
WCRC 65024	GBRX 65024	
WCRC 65026	GBRX 65026	
WCRC 65027	GBRX 65027	
WCRC 65031	GBRX 65031	9/25/98
WCRC 65034	GBRX 65034	
WCRC 65038	GBRX 65038	9/25/98
WCRC 65040	GBRX 65040	9/25/98
WCRC 65052	GBRX 65052	8/17/98
WCRC 65061	GBRX 65061	8/17/98
WCRC 65088	GBRX 65088	8/17/98
WCRC 65089	GBRX 65089	8/17/98
WCRC 65091	GBRX 65091	8/17/98
WCRC 65092	GBRX 65092	
WCRC 65095	GBRX 65095	8/17/98
WCRC 65100	GBRX 65100	9/25/98
WCRC 65102	GBRX 65102	
WCRC 65103	GBRX 65103	9/25/98
WCRC 65104	GBRX 65104	9/25/98
WCRC 65105	GBRX 65105	9/25/98
WCRC 65107	GBRX 65107	9/25/98
WCRC 65108	GBRX 65108	
WCRC 65110	GBRX 65110	9/25/98
WCRC 65111	GBRX 65111	9/25/98
WCRC 65113	GBRX 65113	
WCRC 65114	GBRX 65114	8/17/98
WCRC 65117	GBRX 65117	
WCRC 65119	GBRX 65119	9/25/98
WCRC 65123	GBRX 65123	8/17/98
WCRC 65124	GBRX 65124	
WCRC 65127	GBRX 65127	9/25/98
WCRC 65128	GBRX 65128	8/17/98
WCRC 65130	GBRX 65130	
WCRC 65132	GBRX 65132	9/25/98
WCRC 65134	GBRX 65134	9/25/98
WCRC 65135	GBRX 65135	
WCRC 65136	GBRX 65136	9/25/98
WCRC 65140	GBRX 65140	
WCRC 65142	GBRX 65142	
WCRC 65149	GBRX 65149	8/17/98
WCRC 65158	GBRX 65158	9/25/98
WCRC 65164	GBRX 65164	
WCRC 65165	GBRX 65165	9/25/98
WCRC 65167	GBRX 65167	9/25/98

Old Car Mark and Number	New Car Mark and Number	Remark Date
WCRC 65169	GBRX 65169	
WCRC 65170	GBRX 65170	9/25/98
WCRC 65172	GBRX 65172	
WCRC 65174	GBRX 65174	
WCRC 65176	GBRX 65176	9/25/98
WCRC 65181	GBRX 65181	8/17/98
WCRC 65182	GBRX 65182	
WCRC 65183	GBRX 65183	8/17/98
WCRC 65186	GBRX 65186	8/17/98
WCRC 65188	GBRX 65188	9/25/98
WCRC 65189	GBRX 65189	9/25/98
WCRC 65190	GBRX 65190	9/25/98
WCRC 65191	GBRX 65191	8/17/98
WCRC 65198	GBRX 65198	
WCRC 65204	GBRX 65204	9/25/98
WCRC 65208	GBRX 65208	8/17/98
WCRC 65210	GBRX 65210	
WCRC 65214	GBRX 65214	9/25/98
WCRC 65216	GBRX 65216	8/17/98
WCRC 65217	GBRX 65217	
WCRC 65218	GBRX 65218	
WCRC 65219	GBRX 65219	9/25/98
WCRC 65221	GBRX 65221	9/25/98
WCRC 65227	GBRX 65227	
WCRC 65230	GBRX 65230	8/17/98
WCRC 65233	GBRX 65233	9/25/98
WCRC 65234	GBRX 65234	
WCRC 65235	GBRX 65235	
WCRC 65236	GBRX 65236	9/25/98
WCRC 65238	GBRX 65238	9/25/98
WCRC 65240	GBRX 65240	8/17/98
WCRC 65243	GBRX 65243	9/25/98
WCRC 65250	GBRX 65250	9/25/98
WCRC 65251	GBRX 65251	
WCRC 65252	GBRX 65252	9/25/98
WCRC 65253	GBRX 65253	9/25/98
WCRC 65256	GBRX 65256	9/25/98
WCRC 65259	GBRX 65259	8/17/98
WCRC 65260	GBRX 65260	8/17/98
WCRC 65261	GBRX 65261	9/25/98
WCRC 65262	GBRX 65262	9/25/98
WCRC 65266	GBRX 65266	8/17/98
WCRC 65272	GBRX 65272	9/25/98
WCRC 65274	GBRX 65274	
WCRC 65277	GBRX 65277	8/17/98
WCRC 65281	GBRX 65281	
WCRC 65284	GBRX 65284	9/25/98

RIDER 1

Old Car Mark and Number	New Car Mark and Number	Remark Date
WCRC 65285	GBRX 65285	
WCRC 65287	GBRX 65287	8/17/98
WCRC 65291	GBRX 65291	
WCRC 65295	GBRX 65295	9/25/98
WCRC 65296	GBRX 65296	
WCRC 65297	GBRX 65297	