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November 10, 1997

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

RECORDATION NO. 20998 FILED

NOV 13 '97

10-42 AM

Dear Janice,

I am enclosing an original plus 1 copy, both notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Consolidated Grain & Barge Company, dated 10/21/97. 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 Federal Express 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,

Lee A. Carpenter
LEXIS Document Services

enclosure

NOV 13 '97

10-42 AM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21st day of October, 1997, is made by Consolidated Grain & Barge Company, a Missouri corporation, with an address at P.O. Box 548, Mt. Vernon, IN 47620 (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 01 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 Coblazo
 Name: Nancy Nardella Coblazo
 Title: Vice President

CONSOLIDATED GRAIN & BARGE COMPANY

By: [Signature]
 Name: CHARLIE THREKELD
 Title: GM RAIL TRANSPORTATION

Cars Leased:

Quantity: 100

Description: Covered hopper cars with greater than 4,749 but less than 5,000 cubic foot capacity.

Current Reporting Marks.

1. LDCX 020200	35. LDCX 020757	69. LDCX 021067
2. LDCX 020205	36. LDCX 020762	70. LDCX 021069
3. LDCX 020212	37. LDCX 020775	71. LDCX 021071
4. LDCX 020217	38. LDCX 020777	72. LDCX 021073
5. LDCX 020229	39. LDCX 020780	73. LDCX 021076
6. LDCX 020234	40. LDCX 020786	74. LDCX 021079
7. LDCX 020240	41. LDCX 020794	75. LDCX 021089
8. LDCX 020241	42. LDCX 020816	76. LDCX 021092
9. LDCX 020302	43. LDCX 020825	77. LDCX 021094
10. LDCX 020304	44. LDCX 020832	78. LDCX 021103
11. LDCX 020310	45. LDCX 020843	79. LDCX 021105
12. LDCX 020312	46. LDCX 020851	80. LDCX 021107
13. LDCX 020316	47. LDCX 020855	81. LDCX 021111
14. LDCX 020317	48. LDCX 020974	82. LDCX 021113
15. LDCX 020328	49. LDCX 020986	83. LDCX 021127
16. LDCX 020334	50. LDCX 020990	84. LDCX 021129
17. LDCX 020335	51. LDCX 020998	85. LDCX 021135
18. LDCX 020353	52. LDCX 020999	86. LDCX 021143
19. LDCX 020363	53. LDCX 021005	87. LDCX 021144
20. LDCX 020374	54. LDCX 021007	88. LDCX 021155
21. LDCX 020426	55. LDCX 021008	89. LDCX 021156
22. LDCX 020534	56. LDCX 021011	90. LDCX 021159
23. LDCX 020544	57. LDCX 021013	91. LDCX 021160
24. LDCX 020560	58. LDCX 021014	92. LDCX 021163
25. LDCX 020571	59. LDCX 021017	93. LDCX 021172
26. LDCX 020609	60. LDCX 021020	94. LDCX 021173
27. LDCX 020714	61. LDCX 021021	95. LDCX 021180
28. LDCX 020718	62. LDCX 021023	96. LDCX 021183
29. LDCX 020727	63. LDCX 021026	97. LDCX 021185
30. LDCX 020740	64. LDCX 021031	98. LDCX 021186
31. LDCX 020743	65. LDCX 021033	99. LDCX 021187
32. LDCX 020744	66. LDCX 021034	100. LDCX 021024
33. LDCX 020748	67. LDCX 021035	
34. LDCX 020758	68. LDCX 021037	

Cars to be remarked as follows.

CEFX 15000- CEFX 15099.

STATE OF) INDIANA
) SS:
COUNTY OF) POSEY

On this 21st day of October, 1997 before me personally appears CHARUE THRELKELD, to me personally known, who by me duly sworn, says that he/she is the MGR BAIL TRANS. of CONSOLIDATED GRAIN & BARGE 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.

[Signature]
Notary Public

[SEAL]

My Commission expires: 8/7/2001

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

On this 24th day of OCTOBER, 1997 before me personally appears NADY RADELLA COBIAZO, 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.

[Signature]
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