



# LEXIS® Document Services

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October 15, 1998

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

RECORDATION NO. 20998-A FILED

OCT 16 '98

10-25 AM

OCT 16 10 25 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Janice,

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

- 1) Consolidated Grain & Barge Company Schedule No. 2 ( return 2 copies)
- 2) Consolidated Grain & Barge Company Schedule No. 3 (return 2 copies)
- 3) Archer Daniels Midland Company (return 1 copy)

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

OCT 16 '98

10-25 AM

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29 day of SEPT, 1998 is made by Consolidated Grain & Barge Company, a Missouri corporation, with an address at Bluff Road, P.O. Box 548, Mt. Vernon, IN 47620-0548 (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 October 21, 1997 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.

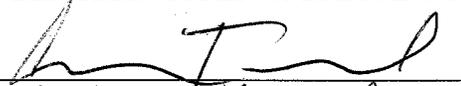
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee 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 TRIBBIA  
 Title: Vice President

CONSOLIDATED GRAIN &amp; BARGE COMPANY,

By:   
 Name: CHARLES FRANKEL  
 Title: G.M. RAIL TRANSPORTATION

SCHEDULE A

1	CEFX 15000	26	CEFX 15026	51	CEFX 15051	76	CEFX 15077
2	CEFX 15001	27	CEFX 15027	52	CEFX 15052	77	CEFX 15078
3	CEFX 15002	28	CEFX 15028	53	CEFX 15053	78	CEFX 15079
4	CEFX 15003	29	CEFX 15029	54	CEFX 15054	79	CEFX 15080
5	CEFX 15004	30	CEFX 15030	55	CEFX 15055	80	CEFX 15081
6	CEFX 15005	31	CEFX 15031	56	CEFX 15056	81	CEFX 15083
7	CEFX 15006	32	CEFX 15032	57	CEFX 15057	82	CEFX 15084
8	CEFX 15007	33	CEFX 15033	58	CEFX 15058	83	CEFX 15085
9	CEFX 15008	34	CEFX 15034	59	CEFX 15059	84	CEFX 15086
10	CEFX 15009	35	CEFX 15035	60	CEFX 15060	85	CEFX 15087
11	CEFX 15010	36	CEFX 15036	61	CEFX 15061	86	CEFX 15088
12	CEFX 15011	37	CEFX 15037	62	CEFX 15062	87	CEFX 15089
13	CEFX 15012	38	CEFX 15038	63	CEFX 15063	88	CEFX 15090
14	CEFX 15013	39	CEFX 15039	64	CEFX 15064	89	CEFX 15091
15	CEFX 15014	40	CEFX 15040	65	CEFX 15066	90	CEFX 15092
16	CEFX 15015	41	CEFX 15041	66	CEFX 15067	91	CEFX 15093
17	CEFX 15016	42	CEFX 15042	67	CEFX 15068	92	CEFX 15094
18	CEFX 10517	43	CEFX 15043	68	CEFX 15069	93	CEFX 15095
19	CEFX 15018	44	CEFX 15044	69	CEFX 15070	94	CEFX 15096
20	CEFX 15020	45	CEFX 15045	70	CEFX 15071	95	CEFX 15097
21	CEFX 15021	46	CEFX 15046	71	CEFX 15072	96	CEFX 15098
22	CEFX 15022	47	CEFX 15047	72	CEFX 15073	97	CEFX 15099
23	CEFX 15023	48	CEFX 15048	73	CEFX 15074	98	CEFX 15434
24	CEFX 15024	49	CEFX 15049	74	CEFX 15075	99	CEFX 15466
25	CEFX 15025	50	CEFX 15050	75	CEFX 15076	100	LDCX 20385

15446 (15)

STATE OF )  
 ) SS:  
COUNTY OF )

On this 29 day of SEPT, 1997 before me personally appears CHARLIE THAEKELD, to me personally known, who by me duly sworn, says that he/she is the GM. RAIL TRNG. 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.

  
Notary Public

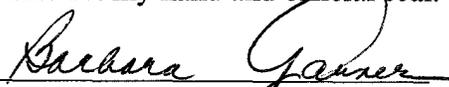
[SEAL]

My Commission expires: 8/7/2001

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

On this 5<sup>th</sup> day of OCTOBER, 1998 before me personally appears 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.

  
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 1999  
2000