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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-B FILED

OCT 16 '98 10-25 AM

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

MEMORANDUM OF RAILCAR LEASE OCT 16 '98 10-25 AM

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: [Signature]
Name: LAWRENCE LITTLEFIELD
Title: Vice President

CONSOLIDATED GRAIN & BARGE COMPANY,

By: [Signature]
Name: G.M. RAY JAMESON (CHARLIE THRELKELD)
Title: 7/29/98

SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
100	5250 c.f. capacity covered hopper railcars	CEFX 11122-11221

STATE OF)
) SS:
COUNTY OF)

On this 29 day of SEPT, 1998 before me personally appears
CHARLIE THRELKELD, to me personally known, who by me duly sworn, says that he/she is
the GM RAIL 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.

Wanda F. Bell
Notary Public

[SEAL]

My Commission expires: 8/7/2001

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

On this 5th day of OCTOBER, 1998 before me personally appears
LAWRENCE LITZFIELD, 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