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December 15, 1997

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

RECORDATION NO. 21077 FILED

DEC 17 '97

9-36 AM

DEC 17 9 36 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Janice,

Enclosed are 2 filings with an original plus 2 copies, both notarized. The filings are a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Central Soya Company, Inc dated 12/3/97 and R.F. Cunningham & Co. Inc dated 12/9/97, respectively. Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the documents, please return the acknowledgment copies 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

DEC 17 '97

9-36 AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3rd day of December 1997 is made by Central Soya Company, Inc., a INDIANA corporation, with an address at 1300 Ft. Wayne National Bank Building, Ft. Wayne, Indiana 46802 (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

CENTRAL SOYA COMPANY, INC.

By: [Signature]
Name: _____
Title: **VICE PRESIDENT, TRANSPORTATION**

STATE OF IN)
)
COUNTY OF Allen) SS:

On this 1st day of December, 1997 before me personally appears John Bratten, to me personally known, who by me duly sworn, says that he/she is the Vice President - Transportation of CENTRAL SOYA COMPANY, 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.

Tana L. Harter
Notary Public

[SEAL]

My Commission expires: 9-21-2001

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

On this 30 day of December, 1997 before me personally appears Nancy Ardella Colazzo, 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

SCHEDULE NO. 01

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
Up to 241	Thrall and Trinity built 5150's and 5161's equipped with trough hatches and gravity gates.	See attached Rider A

RIDER A TO SCHEDULE NO. 01

CEFX	10002	CEFX	10289	CEFX	10465	CEFX	10728	CEFX	10777
CEFX	10006	CEFX	10290	CEFX	10466	CEFX	10729	CEFX	10778
CEFX	10010	CEFX	10291	CEFX	10468	CEFX	10730	CEFX	10779
CEFX	10011	CEFX	10292	CEFX	10482	CEFX	10731	CEFX	10780
CEFX	10014	CEFX	10293	CEFX	10483	CEFX	10732	CEFX	10781
CEFX	10020	CEFX	10294	CEFX	10484	CEFX	10733	CEFX	10782
CEFX	10023	CEFX	10295	CEFX	10485	CEFX	10734	CEFX	10783
CEFX	10024	CEFX	10296	CEFX	10486	CEFX	10735	CEFX	10784
CEFX	10034	CEFX	10297	CEFX	10487	CEFX	10736	CEFX	10785
CEFX	10035	CEFX	10298	CEFX	10488	CEFX	10737	CEFX	10786
CEFX	10036	CEFX	10299	CEFX	10489	CEFX	10738	CEFX	10787
CEFX	10045	CEFX	10300	CEFX	10690	CEFX	10739	CEFX	10788
CEFX	10046	CEFX	10305	CEFX	10691	CEFX	10740	CEFX	10789
CEFX	10047	CEFX	10309	CEFX	10692	CEFX	10741	CEFX	10790
CEFX	10051	CEFX	10317	CEFX	10693	CEFX	10742	CEFX	10791
CEFX	10080	CEFX	10318	CEFX	10694	CEFX	10743	CEFX	10792
CEFX	10081	CEFX	10321	CEFX	10695	CEFX	10744	CEFX	10793
CEFX	10082	CEFX	10324	CEFX	10696	CEFX	10745	CEFX	10794
CEFX	10083	CEFX	10330	CEFX	10697	CEFX	10746	CEFX	10795
CEFX	10084	CEFX	10339	CEFX	10698	CEFX	10747	CEFX	10796
CEFX	10085	CEFX	10355	CEFX	10699	CEFX	10748	CEFX	10797
CEFX	10086	CEFX	10361	CEFX	10700	CEFX	10749	CEFX	10798
CEFX	10087	CEFX	10366	CEFX	10701	CEFX	10750	CEFX	10799
CEFX	10088	CEFX	10368	CEFX	10702	CEFX	10751	CEFX	10800
CEFX	10089	CEFX	10378	CEFX	10703	CEFX	10752	CEFX	10801
CEFX	10090	CEFX	10404	CEFX	10704	CEFX	10753	CEFX	10802
CEFX	10091	CEFX	10405	CEFX	10705	CEFX	10754	CEFX	10803
CEFX	10092	CEFX	10406	CEFX	10706	CEFX	10755	CEFX	10804
CEFX	10093	CEFX	10407	CEFX	10707	CEFX	10756	CEFX	10805
CEFX	10094	CEFX	10408	CEFX	10708	CEFX	10757	CEFX	10806
CEFX	10095	CEFX	10410	CEFX	10709	CEFX	10758	CEFX	10807
CEFX	10096	CEFX	10412	CEFX	10710	CEFX	10759	CEFX	10808
CEFX	10097	CEFX	10418	CEFX	10711	CEFX	10760	CEFX	10809
CEFX	10098	CEFX	10419	CEFX	10712	CEFX	10761	CEFX	10810
CEFX	10099	CEFX	10420	CEFX	10713	CEFX	10762	CEFX	10811
CEFX	10234	CEFX	10421	CEFX	10714	CEFX	10763	CEFX	10812
CEFX	10235	CEFX	10422	CEFX	10715	CEFX	10764	CEFX	10813
CEFX	10236	CEFX	10423	CEFX	10716	CEFX	10765	CEFX	10814
CEFX	10239	CEFX	10424	CEFX	10717	CEFX	10766	CEFX	10815
CEFX	10240	CEFX	10425	CEFX	10718	CEFX	10767	CEFX	10816
CEFX	10267	CEFX	10426	CEFX	10719	CEFX	10768	CEFX	10817
CEFX	10274	CEFX	10457	CEFX	10720	CEFX	10769	CEFX	10818
CEFX	10275	CEFX	10458	CEFX	10721	CEFX	10770	CEFX	10819
CEFX	10276	CEFX	10459	CEFX	10722	CEFX	10771	CEFX	10820
CEFX	10279	CEFX	10460	CEFX	10723	CEFX	10772	CEFX	10821
CEFX	10285	CEFX	10461	CEFX	10724	CEFX	10773		
CEFX	10286	CEFX	10462	CEFX	10725	CEFX	10774		
CEFX	10287	CEFX	10463	CEFX	10726	CEFX	10775		
CEFX	10288	CEFX	10464	CEFX	10727	CEFX	10776		