



June 22, 1999

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

RECORDATION NO. **22225** FILED

JUN 23 '99

10-15 AM

Dear Janice,

Enclosed are three (3) originals of the Memorandum of Railcar Lease Agreement dated 6/7/99 between the following parties: This is a primary document.

Lessor: The CIT Group/Equipment Financing Inc

Lessee: A.E. Staley Manufacturing Co

The equipment involved in this transaction is as follows:

Equipment: 50 5230 c.f. Hopper Railcars

Please file this Memorandum and return two (2) stamped originals to my attention. A check covering the filing fee of \$26.00 is enclosed.

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

MEMORANDUM OF RAILCAR LEASE JUN 23 '99 10-15AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7 day of June, 1999 is made by 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 A.E. Staley Manufacturing Co., a Delaware corporation, with an address at 2200 East Eldorado Street, Decatur, IL 62521 (the "Lessee" and, together with the Lessor, 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 June 7, 1999 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 E. LITTLEFIELD
Title: VICE PRESIDENT

A.E. STALEY MANUFACTURING CO.

By: [Signature]
Name: Lynn Hiser
Title: Director of Transportation

Schedule A

| | | | |
|----|------------|----|------------|
| 1 | CEFX 75298 | 26 | CEFX 75369 |
| 2 | CEFX 75299 | 27 | CEFX 75371 |
| 3 | CEFX 75300 | 28 | CEFX 75372 |
| 4 | CEFX 75301 | 29 | CEFX 75373 |
| 5 | CEFX 75310 | 30 | CEFX 75374 |
| 6 | CEFX 75333 | 31 | CEFX 75375 |
| 7 | CEFX 75350 | 32 | CEFX 75376 |
| 8 | CEFX 75351 | 33 | CEFX 75377 |
| 9 | CEFX 75352 | 34 | CEFX 75378 |
| 10 | CEFX 75353 | 35 | CEFX 75379 |
| 11 | CEFX 75354 | 36 | CEFX 75380 |
| 12 | CEFX 75355 | 37 | CEFX 75382 |
| 13 | CEFX 75356 | 38 | CEFX 75383 |
| 14 | CEFX 75357 | 39 | CEFX 75384 |
| 15 | CEFX 75358 | 40 | CEFX 75386 |
| 16 | CEFX 75359 | 41 | CEFX 75387 |
| 17 | CEFX 75360 | 42 | CEFX 75389 |
| 18 | CEFX 75361 | 43 | CEFX 75390 |
| 19 | CEFX 75362 | 44 | CEFX 75391 |
| 20 | CEFX 75363 | 45 | CEFX 75391 |
| 21 | CEFX 75364 | 46 | CEFX 75392 |
| 22 | CEFX 75365 | 47 | CEFX 75393 |
| 23 | CEFX 75366 | 48 | CEFX 75395 |
| 24 | CEFX 75367 | 49 | CEFX 75396 |
| 25 | CEFX 75368 | 50 | CEFX 75397 |

STATE OF Illinois
)
COUNTY OF Macou) SS:

On this 7 day of June, 1999 before me personally appears Wayne Hosen, to me personally known, who by me duly sworn, says that he/she is the Director of Transportation of A.E. STALEY MANUFACTURING CO. (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.



Teresa J. Patrick
Notary Public

My Commission expires: 9/14/02

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

On this 10th day of June, 1999 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.

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, 2000