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SURFACE TRANSPORTATION
BOARD

December 9, 1998

DEC 10 2 16 PM '98

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

RECORDATION NO. 21736-A FILED
DEC 10 '98 2-16 PM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized.

This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Archer Daniels Midland Company dated 12/1/98 (return 2 copies)

Also, Amendment No.1 to Memo of Railcar Lease between CIT Group/Equipment and Norfolk Southern Railway Company dated 12/1/98 to original #21736 dated 10/26/98. (return 2 copies)

Amendment No.1 to Memo of Railcar Lease between CIT Group/Equipment and Norfolk Southern Railway Company dated 12/1/98 to original #21737 dated 10/26/98. (return 2 copies)

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

AMENDMENT NO. 1
TO
MEMORANDUM OF RAILCAR LEASE

DEC 10 '98 2-16AM

THIS AMENDMENT NO. 1 TO MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of December, 1998, is made by NORFOLK SOUTHERN RAILWAY COMPANY, Virginia corporation, with an address at 110 Franklin Road, S.E., Roanoke, Virginia 24012 (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")("Amendment").

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 8, 1998, with respect to which a Memorandum at Railcar Lease was filed with the Surface Transportation Board on October 26, 1998, and given Recordation No. 21736 ("Memorandum"), covering the equipment listed on Schedule A to the Memorandum;

WHEREAS, Schedule A attached to the Memorandum incorrectly identified the railcars subject to Schedule 04 to the Lease.

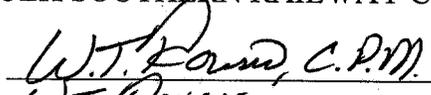
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this Amendment Lessor and Lessee agree that Schedule A to the Memorandum is hereby replaced in its entirety by Schedule A to this Amendment.

IN WITNESS WHEREOF, the undersigned have caused this Amendment No. 1 to Memorandum of Railcar Lease to be executed by their respective duly authorized officers as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

NORFOLK SOUTHERN RAILWAY COMPANY

By: 
Name: W.J. ROUSIS
Title: Mgr. Purchasing - Car

COMMONWEALTH)
OF VIRGINIA) SS:
COUNTY OF ROANOKE)

On this 19th day of Nov., 1998, before me personally appears W.T. Rousis, to me personally known, who by me duly sworn, says that he/she is the MGR. PURCHASING-CAR of NORFOLK SOUTHERN RAILWAY 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.

Sara Dow
Notary Public

[SEAL]

My Commission expires: 4-30-99

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

On this 1st day of December, 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.

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, 1999

2000

SCHEDULE A

Quantity

100

Equipment Description

New covered coil steel railcars,
manufactured by Thrall Car
Manufacturing Co., equipped
w/ insulated steel covers

Reporting Marks and Numbers

NS 165350 - 165449