

0106910011

DONELAN, CLEARY, WOOD & MASER, P.C. 19859

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

DEC 29 1995 1 20 PM

OFFICE: (202) 371-9500

COMMERCIAL COMMERCE COMMISSION
TELECOPIER: (202) 371-0900

December 29, 1995

New Recordation No.

Dear Mr. Williams:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C., Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document not previously recorded entitled Memorandum of Lease of Railroad Equipment ("Lease"), executed December 29, 1995.

The parties to the enclosed Lease are:

- The CIT Group/Equipment Financing, Inc. — LESSOR
1211 Avenue of the Americas
New York, New York 10036
- Louis Dreyfus Corporation — LESSEE
Ten Westport Road
Wilton, CT 06897-0810

The said Lease, among other things, acts to lease by the Lessor to the Lessee the hopper cars as identified in Schedule 1 thereto.

The equipment covered by the instant Lease is the equipment covered in Schedule 1 thereto.

A short summary of the Lease to appear in the ICC Index is as follows:

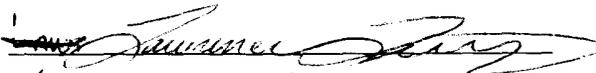
"Lease of hopper cars."

Enclosed is a check in the amount of twenty one dollars (\$21.00) in payment of the filing fees.

Counterparts - 11/30/95

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.

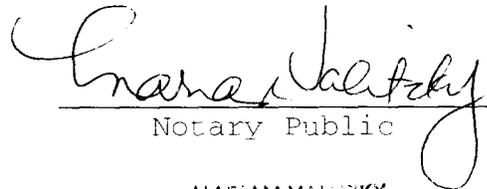
THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: LAWRENCE LITTLEFIELD
Title: VICE PRESIDENT

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

On this 29th day of December, 1995 before me personally appears Lawrence E. Lillefeld, 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:

MARIAN VALIZKY
Notary Public, State of New York
No. 31-4291572
Qualified in New York County
Commission Expires 2-3-96

IN WITNESS WHEREOF, the parties hereto have caused this Document to be executed by a duly authorized officer as of the day and year first above written.

LOUIS DREYFUS CORPORATION

By: 

Name: Kevin Kaufman

Title: Vice President

DISTRICT OF COLUMBIA) ss

On this 28th day of December, 1995, before me personally appeared Kevin Kaufman, to me personally known, who being duly sworn, says that he is a Vice President of LOUIS DREYFUS CORPORATION, that the foregoing document was signed on December 28, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.

Dona J. Palmer
Notary Public

My expires March 14, 1998

SCHEDULE 1
To Memorandum

Used hopper cars bearing the following identification marks:

LDCX020654
LDCX020697
LDCX020893
LDCX020898
LDCX020902
LDCX020929
LDCX020935
LDCX020936
LDCX020940
LDCX020944.

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 29th day of December, 1995.



Subscribed and sworn to before me
this 29th day of December, 1995



Notary Public, D.C.

My Commission Expires

387 Commission Expires February 14, 1997

IN WITNESS WHEREOF, the parties hereto have caused this Document to be executed by a duly authorized officer as of the day and year first above written.

LOUIS DREYFUS CORPORATION

By: 

Name: Kevin Kaufman

Title: Vice President

DISTRICT OF COLUMBIA) ss

On this 28th day of December, 1995, before me personally appeared Kevin Kaufman, to me personally known, who being duly sworn, says that he is a Vice President of LOUIS DREYFUS CORPORATION, that the foregoing document was signed on December 28, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.

Dona J. Palmer
Notary Public

My expires March 14, 1998

SCHEDULE 1
To Memorandum

Used hopper cars bearing the following identification marks:

LDCX020654
LDCX020697
LDCX020893
LDCX020898
LDCX020902
LDCX020929
LDCX020935
LDCX020936
LDCX020940
LDCX020944.

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

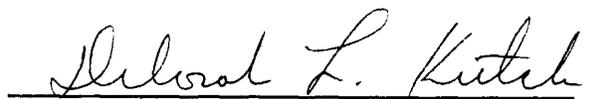
I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 29th day of December, 1995.



Allen H. Harrison, Jr.

Subscribed and sworn to before me
this 29th day of December, 1995



Deborah L. Kitch

Notary Public, D.C.

My Commission Expires

My Commission Expires February 14, 1997