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

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ATTORNEYS AND COUNSELORS AT LAW
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WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

RECEIVED
COMMERCIAL
COMMISSION

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
- Cargill Incorporated — LESSEE
15615 McGinty Road West
Minneapolis, MN 55440-5691

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."

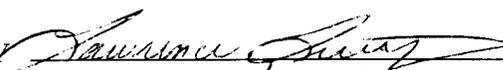
Enclosed is a check in the amount of twenty one dollars (\$21.00) in payment of the filing fees.

Counterparts - 1/1/1996

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 Parties have caused this Memorandum of Lease of Railroad Equipment to be executed by their duly authorized officers as of the date herein first set forth above.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,
Lessor

By 
Name: Lawrence Littlefield
Corporate Title: Vice President

CARGILL INCORPORATED,
Lessee

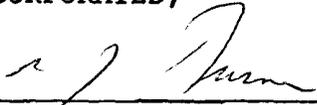
By _____
Name:
Corporate Title:

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Lessor

By _____
Name:
Corporate Title:

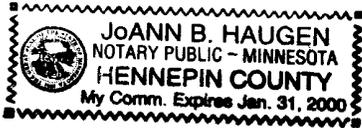
CARGILL INCORPORATED,
Lessee

By  _____
Name: William J. Burns
Corporate Title: Vice President

STATE OF MINNESOTA)
) ss. :
COUNTY OF HENNEPIN)

On this 28th day of December, 1995 before me personally appears William J. Burns, to me personally known, who by me duly sworn, says that he/she is the Vice President of CARGILL INCORPORATED (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.



JoAnn B. Haugen
Notary Public

[SEAL]

My Commission expires: Jan. 31, 2000

SCHEDULE 1
To Memorandum

marks: Used hopper cars bearing the following identification

BN 465438	LDCX020663
LDCX020617	LDCX020664
LDCX020618	LDCX020665
LDCX020619	LDCX020666
LDCX020620	LDCX020667
LDCX020621	LDCX020668
LDCX020622	LDCX020670
LDCX020623	LDCX020671
LDCX020624	LDCX020673
LDCX020626	LDCX020674
LDCX020627	LDCX020675
LDCX020628	LDCX020676
LDCX020629	LDCX020677
LDCX020630	LDCX020678
LDCX020631	LDCX020679
LDCX020632	LDCX020680
LDCX020633	LDCX020681
LDCX020634	LDCX020682
LDCX020635	LDCX020683
LDCX020636	LDCX020684
LDCX020637	LDCX020685
LDCX020638	LDCX020686
LDCX020639	LDCX020687
LDCX020640	LDCX020688
LDCX020641	LDCX020689
LDCX020642	LDCX020690
LDCX020643	LDCX020691
LDCX020644	LDCX020692
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LDCX020649	LDCX020696
LDCX020650	LDCX020698
LDCX020651	LDCX020699
LDCX020652	LDCX020700
LDCX020653	LDCX020701
LDCX020655	LDCX020702
LDCX020656	LDCX020703
LDCX020657	LDCX020704
LDCX020658	LDCX020705
LDCX020659	LDCX020706
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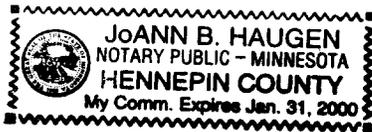
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