

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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SUSAN G. LICHTENFELD

April 13, 1990

0-103A012 16834

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. _____ FILED 1429

APR 13 1990 2:20 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Memorandum of Lease Agreement, dated as of April 10, 1990, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed Memorandum of Lease Agreement are:

Lessor: Citicorp Railmark, Inc.
601 Midland Avenue
Rye, NY 10580

Lessee: Louis Dreyfus Corporation
10 Westport Road
Wilton, CT 06897

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A to the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original executed copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to the messenger.

Eric S. Harris
Christy

Ms. Noreta R. McGee
April 13, 1990
Page 2

Following is a short summary of the enclosed documents:

Document to be Recorded

Memorandum of Lease Agreement dated as of
April 10, 1990 between Citicorp Railmark,
Inc., Lessor, and Louis Dreyfus Corporation,
Lessee, covering 144 covered hopper cars.

Very truly yours,


Susan G. Lichtenfeld

SGL:ssb

enc.

cc: Robert E. Krause
Ram Kelkar
Thomas Scheuer
Robert W. Kleinman

Interstate Commerce Commission
Washington, D.C. 20423

4/13/90

OFFICE OF THE SECRETARY

Susan G Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/13/90 at 2:20pm, and assigned recordation number(s). 16834

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

APR 13 1990 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement for one hundred forty-four (144) 4750 c.f. capacity Covered Hopper Cars ("Lease Agreement") made and entered into as of April 10, 1990 by and between Louis Dreyfus Corporation, a New York corporation ("Lessee"), and Citicorp Railmark, Inc., a Delaware corporation ("Lessor").

W I T N E S S E T H

1. Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor one hundred forty-four (144) 4750 c.f. capacity Covered Hopper Cars bearing the existing railroad reporting markings set forth on Exhibit A hereto.

2. The Lease Agreement shall be effective as of the date first set forth herein above and shall terminate on the later of (i) July 31, 2005 and (ii) compliance by Lessee with all of the terms of the Lease Agreement with respect to any Car; provided, however, that the Lease Agreement is subject to earlier termination as provided therein.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of this 10th date of April, 1990.

LOUIS DREYFUS CORPORATION

BY: [Signature]
ITS: CP-Transportation

CITICORP RAILMARK, INC.

BY: [Signature]
ITS: VICE PRESIDENT

EXHIBIT A

EQUIPMENT DESCRIPTION AND SCHEDULE OF RAILROAD CARS LEASED
BY
LOUIS DREYFUS CORPORATION FROM
CITICORP RAILMARK, INC.

One hundred forty-four (144) 4750 c.f. capacity Covered Hopper
Cars, bearing road numbers (all inclusive):

EXISTING CAR MARKS & NUMBERS

CREX 4600 through CREX 4608
CREX 4610 through CREX 4624
CREX 4626 through CREX 4653
CREX 4655 through CREX 4657
CREX 4659 through CREX 4695
CREX 4697 through CREX 4705
CREX 4707 through CREX 4749

NEW CAR MARKS AND NUMBERS

LDCX 21200 through 21343

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

On this 10th day of April, 1990, before me personally appeared JAMES S. ARCHIBALD, to me personally known, who being duly sworn, says that he is a VICE PRESIDENT of CITICORP RAILMARK, INC., that said instrument was signed and sealed on April 10th, 1990 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Thomas A. Matamoros
Notary Public

THOMAS A. MATAMOROS
Notary Public, State of New York
No. 31-4723452
Qualified in New York County
Cert Filed in Westchester County
Commission Expires November 30, 1990

[NOTARIAL SEAL]

My Commission Expires:

STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD) SS: 041-46-9915

On this 9th day of April, 1990, before me personally appeared William C. Harding, to me personally known, who being by me duly sworn, says that he is a Vice President of LOUIS DREYFUS CORPORATION, that said instrument was signed and sealed on April 9, 1990 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Margaret Clark
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 3/31/91