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January 18, 1999

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

RECORDATION NO. 21985

FILED

JAN 20 '99

1-30 PM

Dear Janice,

Enclosed are several documents that need to be recorded with the Surface Transportation Board. They are as follows:

- 1) Memorandum of Railcar Extension dated 1/5/99 to original #20972 dated 10/28/97 between The Burlington Northern & Santa Fe Railway and CIT Group/Equipment Financing (return 2 copies)
- 2) Memorandum of Railcar Lease dated 12/28/98 between The Mennel Milling Company and CIT Group/Equipment Financing (return 1 copy)
- 3) Partial Release dated 9/1/98 to original #'s 17636 and 19632 for LaSalle National Bank (return 1 copy)

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

enclosure

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

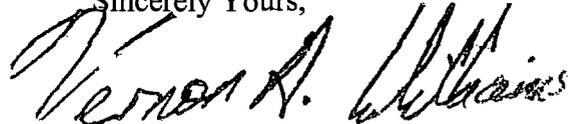
OFFICE OF THE SECRETARY

Rebecca Heisler
Lexis Document Services
801 Ad;ao Stevenson Drive
Springfield, Illinois 62703-4261

Dear Sir/Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/20/99 at 1:30 PM, and
assigned recordation numbers (s): 21985, 20972-B, 17636-O and 19632-J.

Sincerely Yours,



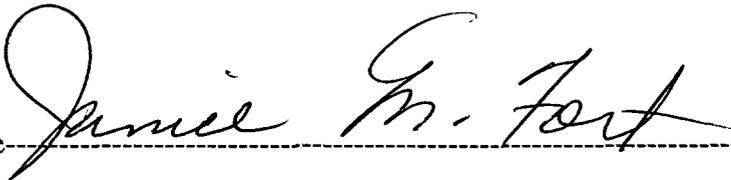
Vernon A. Williams

Enclosure(s) (4)

104.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF RAILCAR LEASE

IAN 20 '99

1-30 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of December, 1998, 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 The Mennel Milling Company, an Ohio corporation, with an address at 128 W. Crocker Street, Fostoria, OH 44830 (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 December 28, 1998 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: LAURANCE E. LITTLEFIELD
Title: Vice President

THE MENNEL MILLING COMPANY

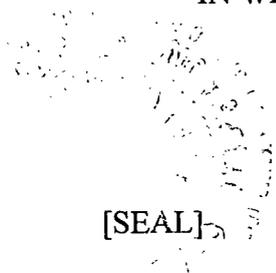
By: Gary L. Strausbaugh
Name: GARY L. STRAUSBAUGH
Title: V-P Transportation

STATE OF)
) SS:
COUNTY OF)

On this 22ND day of DECEMBER, 1998 before me personally appears GARY STRAUSBAUM, to me personally known, who by me duly sworn, says that he/she is the VICE PRES OF TRANSPORTATION of THE MENNEL MILLING 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.

Lois Arnold
Notary Public



[SEAL] LOIS ARNOLD
Notary Public, State of Ohio
My Commission Expires

My Commission expires: 1-31-2003

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

On this 28th 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, 1998
2000

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
6	5230 cf pressure differential covered hopper railcars	CEFX 75122, 75128, 75130, 75131, 75132, & 75135