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November 2, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. **23056-A** FILED

NOV 7 '00 3-34 PM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 28, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: LOUIS DREYFUS CORPORATION
187 Danbury Rd.,
Wilton, CT 06897-0810

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: LOUIS DREYFUS CORPORATION covering 119 5150/5250 covered hopper railcars with reporting marks and numbers - CEFX 113710-12400, not inclusive

Please file this memorandum as a secondary document to Recordation # 23056 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of September, 2000, 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 LOUIS DREYFUS CORPORATION, a New York corporation, with an address at 187 Danbury Rd., Wilton, CT 06897-0810 (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 July 28, 2000 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on Aug 22, 2000 as recordation number 23056.

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Nancy A. Nardella
Name: NANCY A. NARDELLA
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LOUIS DREYFUS CORPORATION

By: [Signature]
Name: Kevin D. Kaufman
Title: S. V. P.



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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
119	5150/5250 c.f. covered hopper cars with gravity gates and trough hatches	Listed below

CEFX 13710	CEFX 13740	CEFX 13770	CEFX 12185
CEFX 13711	CEFX 13741	CEFX 13771	CEFX 12189
CEFX 13712	CEFX 13742	CEFX 13772	CEFX 12194
CEFX 13713	CEFX 13743	CEFX 13773	CEFX 12200
CEFX 13714	CEFX 13744	CEFX 13774	CEFX 12202
CEFX 13715	CEFX 13745	CEFX 13775	CEFX 12203
CEFX 13716	CEFX 13746	CEFX 13776	CEFX 12212
CEFX 13717	CEFX 13747	CEFX 13777	CEFX 12216
CEFX 13718	CEFX 13748	CEFX 13778	CEFX 12219
CEFX 13719	CEFX 13749	CEFX 13779	CEFX 12223
CEFX 13720	CEFX 13750	CEFX 11226	CEFX 12225
CEFX 13721	CEFX 13751	CEFX 11228	CEFX 12231
CEFX 13722	CEFX 13752	CEFX 11229	CEFX 12237
CEFX 13723	CEFX 13753	CEFX 11230	CEFX 12238
CEFX 13724	CEFX 13754	CEFX 12125	CEFX 12239
CEFX 13725	CEFX 13755	CEFX 12127	CEFX 12251
CEFX 13726	CEFX 13756	CEFX 12128	CEFX 12258
CEFX 13727	CEFX 13757	CEFX 12132	CEFX 12275
CEFX 13728	CEFX 13758	CEFX 12136	CEFX 12280
CEFX 13729	CEFX 13759	CEFX 12138	CEFX 12288
CEFX 13730	CEFX 13760	CEFX 12140	CEFX 12398
CEFX 13731	CEFX 13761	CEFX 12143	CEFX 12301
CEFX 13732	CEFX 13762	CEFX 12144	CEFX 12305
CEFX 13733	CEFX 13763	CEFX 12145	CEFX 12307
CEFX 13734	CEFX 13764	CEFX 12149	CEFX 12324
CEFX 13735	CEFX 13765	CEFX 12155	CEFX 12364
CEFX 13736	CEFX 13766	CEFX 12157	CEFX 12384
CEFX 13737	CEFX 13767	CEFX 12165	CEFX 12391
CEFX 13738	CEFX 13768	CEFX 12169	CEFX 12400
CEFX 13739	CEFX 13769	CEFX 12179	