



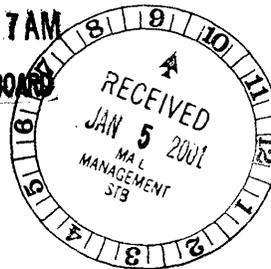
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SURFACE TRANSPORTATION BOARD



January 4, 2001

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

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 14, 2000 between the following parties:

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

Lessee: A.E. STALEY MANUFACTURING CO
2200 E. Eldorado Street
Decatur, IL 62525

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: A.E. STALEY MANUFACTURING CO. covering 25 covered hopper railcars with reporting marks and numbers – CEFX 75298-75396, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #22225 dated 6/23/99 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

22225-B FILED

MEMORANDUM OF RAILCAR LEASE

11-17AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of ~~SURFACE TRANSPORTATION BOARD~~ *November*, 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 A.E. STALEY MANUFACTURING CO., a Delaware corporation, with an address at 2200 E. Eldorado Street, , Decatur,, IL 62525 (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 June 7, 1999 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on June 23, 1999 as recordation number 22225.

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.

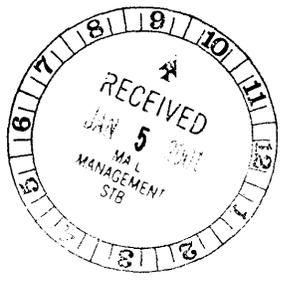
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Richard M. Latini*
Name: RICHARD M. LATINI
Title: V.P. SALES

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.

A.E. STALEY MANUFACTURING CO.

By: *Lynan Blavin*
Name: Lynan Blavin
Title: Director of Transportation



Schedule A

Quantity
25

Equipment Description
5230 c.f. covered hopper
railcars

Car Marks & Numbers

	<u>Mark</u>	<u>Number</u>
1	CEFX	75298
2	CEFX	75299
3	CEFX	75300
4	CEFX	75310
5	CEFX	75333
6	CEFX	75351
7	CEFX	75354
8	CEFX	75355
9	CEFX	75357
10	CEFX	75362
11	CEFX	75365
12	CEFX	75367
13	CEFX	75368
14	CEFX	75369
15	CEFX	75371
16	CEFX	75384
17	CEFX	75378
18	CEFX	75379
19	CEFX	75380
20	CEFX	75384
21	CEFX	75386
22	CEFX	75390
23	CEFX	75391
24	CEFX	75395
25	CEFX	75396