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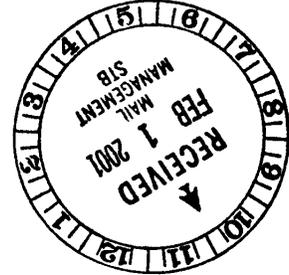
JAN 31 2001

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

RECORDATION NO. 22622-C FILED

FEB 5 '01 12-45 PM

TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 17, 2000 between the following parties:

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

Lessee: INTERSTATE COMMODITIES, INC.
7 Madison St., Troy, NY 12181

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: INTERSTATE COMMODITIES, INC., covering (49) covered hopper railcars with reporting marks and numbers – CEFX 15392-12400 NOT INCLUSIVE.

Please file this memorandum as a Secondary document to Recordation #22622 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. 20100

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
New Business/Research Coordinator



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January 19, 2001

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

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

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Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
New Business/Research Coordinator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17th day of October, 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 INTERSTATE COMMODITIES, INC., a New York corporation, with an address at 7 Madison Street, , Troy, NY 12181 (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 October 4, 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 December 16, 1999 as recordation number 22622.

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: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VP

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.

INTERSTATE COMMODITIES, INC.

By: Murley A. Daehn
Name: MURLEY A. DAEHN
Title: TRANS. MGR.

RECORDATION NO. 22622-C FILED

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
49

Equipment Description
5250 c.f covered hopper cars
with gravity gates and round
hatches

Car Marks & Numbers
Listed below

	Mark	Number		Mark	Number
1	CEFX	11226	26	CEFX	12203
2	CEFX	11228	27	CEFX	12212
3	CEFX	11229	28	CEFX	12216
4	CEFX	11230	29	CEFX	12219
5	CEFX	12125	30	CEFX	12223
6	CEFX	12127	31	CEFX	12225
7	CEFX	12128	32	CEFX	12231
8	CEFX	12132	33	CEFX	12237
9	CEFX	12136	34	CEFX	12238
10	CEFX	12138	35	CEFX	12239
11	CEFX	12140	36	CEFX	12251
12	CEFX	12143	37	CEFX	12258
13	CEFX	12144	38	CEFX	12275
14	CEFX	12145	39	CEFX	12280
15	CEFX	12149	40	CEFX	12288
16	CEFX	12155	41	CEFX	12298
17	CEFX	12157	42	CEFX	12301
18	CEFX	12165	43	CEFX	12305
19	CEFX	12169	44	CEFX	12307
20	CEFX	12179	45	CEFX	12324
21	CEFX	12185	46	CEFX	12364
22	CEFX	12189	47	CEFX	12384
23	CEFX	12194	48	CEFX	12391
24	CEFX	12200	49	CEFX	12400
25	CEFX	12202			