



LEXIS Document Services

A member of the Reed Elsevier plc group

March 8, 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 January 23, 2001 between the following parties:

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

Lessee: FEED INGREDIENT TRADING CORPORATION
278 Delaware Ave
Delmar, NY 12054

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: FEED INGREDIENT TRADING covering 25 covered hopper railcars with reporting marks and numbers - CEFX 151820, 151856, GACX 4247, 4337, 4429, GRPX 944022-944557, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #22727 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) 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

RECORDATION NO. 22727-C FILED
MAR 19 '01 .12-4 4 PM
TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of January, 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 FEED INGREDIENT TRADING CORPORATION, a New York corporation, with an address at 278 Delaware Ave, Delmar, NY 12054 (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 November 5, 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 January 20, 2000 as recordation number 22727.

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. Latin
Name: RICHARD LATIN
Title: V.P. SALES

RECORDATION NO. 22727-C FILED

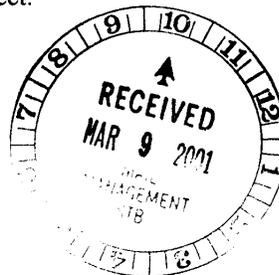
MAR 19 '01 12-44 PM

SURFACE TRANSPORTATION BOARD

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.

FEED INGREDIENT TRADING CORPORATION

By: Paul J. E. Lehn
Name: Paul J. E. Lehn
Title: President



Schedule A

Quantity
25

Description
4750 c.f. covered hopper
cars with gravity gates and
trough hatches

Car Marks and Numbers

CEFX	151820
CEFX	151856
GACX	4247
GACX	4337
GACX	4429
GRPX	944022
GRPX	944050
GRPX	944172
GRPX	944223
GRPX	944226
GRPX	944279
GRPX	944297
GRPX	944336
GRPX	944351
GRPX	944363
GRPX	944372
GRPX	944404
GRPX	944420
GRPX	944423
GRPX	944434
GRPX	944456
GRPX	944460
GRPX	944474
GRPX	944536
GRPX	944557