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August 7, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION # 20996-I

AUG 08 '01 1-46 PM



**SURFACE TRANSPORTATION BOARD**

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 11, 2001 between the following parties:

Names and address of the following parties:

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

Lessee: **CARGILL, INCORPORATED**  
P.O.Box 9300, MS 78, Minneapolis, MN 55440-9300

**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: **CARGILL, INCORPORATED** covering 135 coal hoppers with reporting marks and numbers – CEFX 151760 – TILX 511458, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #20996 dated 11/13/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) 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 Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11<sup>th</sup> day of April, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CARGILL, INCORPORATED, a Delaware corporation, with an address at PO Box 9300, MS 78, Minneapolis, MN 55440-9300 (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 8, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 13, 1997 as recordation number 20996.

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 J. [Signature]*  
Name: **THE CIT GROUP/EQUIPMENT FINANCING**  
Title: \_\_\_\_\_

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.

CARGILL, INCORPORATED

By: *Peter J. Cleary* 3/30/01  
Name: *Peter J. Cleary*  
Title: *CORPORATE RAIL FLEET MGR*

RECORDATION NO. 20996-I FILED  
AUG 08 '01 8:48 PM  
SURFACE TRANSPORTATION BOARD

Schedule A

Quantity

135

Description

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

Car Marks and Numbers

Listed below

|    |      |        |
|----|------|--------|
| 1  | CEFX | 151760 |
| 2  | CEFX | 151792 |
| 3  | CEFX | 151804 |
| 4  | CEFX | 151821 |
| 5  | CEFX | 151862 |
| 6  | CEFX | 152254 |
| 7  | CEFX | 152258 |
| 8  | CEFX | 152262 |
| 9  | CEFX | 152264 |
| 10 | CEFX | 152270 |
| 11 | CEFX | 152271 |
| 12 | CEFX | 152276 |
| 13 | CEFX | 152278 |
| 14 | CEFX | 152282 |
| 15 | CEFX | 152285 |
| 16 | CEFX | 152290 |
| 17 | CEFX | 152292 |
| 18 | CEFX | 152294 |
| 19 | CEFX | 152395 |
| 20 | CEFX | 152399 |
| 21 | CEFX | 152405 |
| 22 | CEFX | 152408 |
| 23 | CEFX | 152409 |
| 24 | CEFX | 152414 |
| 25 | CEFX | 152416 |
| 26 | CEFX | 152418 |
| 27 | CEFX | 152420 |
| 28 | CEFX | 152422 |
| 29 | CEFX | 152424 |
| 30 | CEFX | 152425 |
| 31 | CEFX | 152426 |
| 32 | CEFX | 152427 |
| 33 | CEFX | 152429 |
| 34 | CEFX | 152432 |
| 35 | CEFX | 152434 |
| 36 | CEFX | 152436 |
| 37 | CEFX | 152440 |
| 38 | CEFX | 152442 |
| 39 | CEFX | 152443 |
| 40 | CEFX | 152446 |
| 41 | CEFX | 152447 |
| 42 | CEFX | 152448 |
| 43 | CEFX | 152449 |
| 44 | CEFX | 152450 |
| 45 | CEFX | 152457 |

|    |      |        |
|----|------|--------|
| 46 | CEFX | 152462 |
| 47 | CEFX | 152463 |
| 48 | CEFX | 152464 |
| 49 | CEFX | 152466 |
| 50 | CEFX | 152468 |
| 51 | CEFX | 152470 |
| 52 | CEFX | 152473 |
| 53 | CEFX | 152478 |
| 54 | CEFX | 152479 |
| 55 | CEFX | 152480 |
| 56 | CEFX | 152481 |
| 57 | CEFX | 152548 |
| 58 | CEFX | 152711 |
| 59 | CEFX | 152718 |
| 60 | CEFX | 152723 |
| 61 | CEFX | 152725 |
| 62 | GACX | 4126   |
| 63 | GACX | 4162   |
| 64 | GACX | 4172   |
| 65 | GACX | 4186   |
| 66 | GACX | 5089   |
| 67 | GACX | 5091   |
| 68 | GACX | 5092   |
| 69 | GACX | 5093   |
| 70 | GACX | 5095   |
| 71 | GACX | 5096   |
| 72 | GACX | 5097   |
| 73 | GACX | 5101   |
| 74 | GACX | 5102   |
| 75 | GACX | 5103   |
| 76 | GACX | 5104   |
| 77 | GACX | 5105   |
| 78 | GACX | 5108   |
| 79 | GACX | 5110   |
| 80 | GACX | 5111   |
| 81 | GACX | 5113   |
| 82 | GACX | 5115   |
| 83 | GACX | 5116   |
| 84 | GACX | 5117   |
| 85 | GACX | 5119   |
| 86 | GACX | 5120   |
| 87 | GACX | 5122   |
| 88 | GACX | 5129   |
| 89 | GACX | 5133   |
| 90 | GACX | 5267   |

|     |      |        |
|-----|------|--------|
| 91  | GACX | 5268   |
| 92  | GACX | 5269   |
| 93  | GACX | 5273   |
| 94  | GACX | 5275   |
| 95  | GACX | 5276   |
| 96  | GACX | 5277   |
| 97  | GACX | 5279   |
| 98  | GACX | 5280   |
| 99  | GACX | 5283   |
| 100 | GACX | 5284   |
| 101 | GACX | 5288   |
| 102 | GACX | 5290   |
| 103 | GACX | 5292   |
| 104 | GACX | 5294   |
| 105 | GACX | 5296   |
| 106 | GACX | 5301   |
| 107 | GACX | 5306   |
| 108 | GACX | 5308   |
| 109 | GACX | 5310   |
| 110 | GACX | 5311   |
| 111 | GACX | 5314   |
| 112 | GACX | 5317   |
| 113 | GACX | 5318   |
| 114 | GACX | 5324   |
| 115 | GACX | 5326   |
| 116 | GACX | 5327   |
| 117 | GACX | 5331   |
| 118 | GACX | 5333   |
| 119 | GACX | 5334   |
| 120 | GACX | 5340   |
| 121 | GACX | 5342   |
| 122 | GACX | 5346   |
| 123 | GACX | 5347   |
| 124 | GACX | 5349   |
| 125 | GACX | 5350   |
| 126 | GACX | 5351   |
| 127 | GACX | 5438   |
| 128 | TILX | 510013 |
| 129 | TILX | 510067 |
| 130 | TILX | 510455 |
| 131 | TILX | 510585 |
| 132 | TILX | 510658 |
| 133 | TILX | 511365 |
| 134 | TILX | 511435 |
| 135 | TILX | 511458 |