

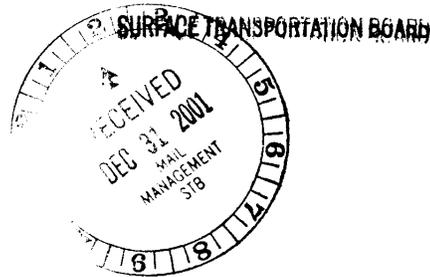


LEXIS Document Services
A member of the Reed Elsevier plc group

RECORDATION NO. 20998-G FILED

JAN 03 '02

11-04 AM



December 28, 2001

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

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 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: **CONCOLIDATED GRAIN & BARGE COMPANY**
2801 Bluff Road, P.O. Box 548, Mount Vernon, IN 47620-0548

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: **CONSOLIDATED GRAIN & BARGE COMPANY**, covering 400 gondolas with reporting marks and numbers – CEFX 30403– CEFX 32288, NOT INCLUSIVE.

Please file this memorandum FIRST as a SECONDARY document to Recordation #20998 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
Research/Development Coordinator

32 21

Enclosure

JAN 03 '02

11-04 AM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of October 2001, 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 CONSOLIDATED GRAIN & BARGE COMPANY, a Missouri corporation, with an address at 2801 Bluff Road, P.O. Box 548, Mount Vernon, IN 47620-0548 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

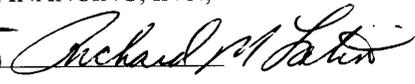
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 21, 1997 covering that certain equipment described (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 13, 1997 as recordation number 20998.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, 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.

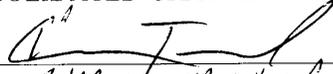
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: Richard M. Latin
Title: 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.

CONSOLIDATED GRAIN & BARGE COMPANY

By: 
Name: Charles J. Kozlowski
Title: Gen. Mgr. TR Missouri

SCHEDULE A

Quantity
400

Equipment Description
52' - 5'6" sided mill gondolas

Car Marks and Numbers

1	CEFX	30403	51	CEFX	30461
2	CEFX	30412	52	CEFX	30462
3	CEFX	30413	53	CEFX	30463
4	CEFX	30414	54	CEFX	30464
5	CEFX	30415	55	CEFX	30465
6	CEFX	30416	56	CEFX	30466
7	CEFX	30417	57	CEFX	30467
8	CEFX	30418	58	CEFX	30468
9	CEFX	30419	59	CEFX	30469
10	CEFX	30420	60	CEFX	30470
11	CEFX	30421	61	CEFX	30472
12	CEFX	30422	62	CEFX	30473
13	CEFX	30423	63	CEFX	30484
14	CEFX	30424	64	CEFX	30490
15	CEFX	30425	65	CEFX	30493
16	CEFX	30426	66	CEFX	30494
17	CEFX	30427	67	CEFX	30496
18	CEFX	30428	68	CEFX	30497
19	CEFX	30429	69	CEFX	30500
20	CEFX	30430	70	CEFX	30504
21	CEFX	30431	71	CEFX	30509
22	CEFX	30432	72	CEFX	30510
23	CEFX	30433	73	CEFX	30512
24	CEFX	30434	74	CEFX	30514
25	CEFX	30435	75	CEFX	30516
26	CEFX	30436	76	CEFX	30520
27	CEFX	30437	77	CEFX	30522
28	CEFX	30438	78	CEFX	30523
29	CEFX	30439	79	CEFX	30526
30	CEFX	30440	80	CEFX	30527
31	CEFX	30441	81	CEFX	30529
32	CEFX	30442	82	CEFX	30530
33	CEFX	30443	83	CEFX	30531
34	CEFX	30444	84	CEFX	30537
35	CEFX	30445	85	CEFX	30542
36	CEFX	30446	86	CEFX	30545
37	CEFX	30447	87	CEFX	30546
38	CEFX	30448	88	CEFX	30549
39	CEFX	30449	89	CEFX	30553
40	CEFX	30450	90	CEFX	30556
41	CEFX	30451	91	CEFX	30561
42	CEFX	30452	92	CEFX	30562
43	CEFX	30453	93	CEFX	30564
44	CEFX	30454	94	CEFX	30565
45	CEFX	30455	95	CEFX	30566
46	CEFX	30456	96	CEFX	30568
47	CEFX	30457	97	CEFX	30572
48	CEFX	30458	98	CEFX	30573
49	CEFX	30459	99	CEFX	30575
50	CEFX	30460	100	CEFX	30577

101	CEFX	30581
102	CEFX	30584
103	CEFX	30585
104	CEFX	30599
105	CEFX	30602
106	CEFX	30603
107	CEFX	30605
108	CEFX	30606
109	CEFX	30608
110	CEFX	30618
111	CEFX	30619
112	CEFX	30620
113	CEFX	30623
114	CEFX	30626
115	CEFX	30629
116	CEFX	30630
117	CEFX	30633
118	CEFX	30635
119	CEFX	30639
120	CEFX	30648
121	CEFX	30872
122	CEFX	30873
123	CEFX	30875
124	CEFX	30877
125	CEFX	30880
126	CEFX	30881
127	CEFX	30887
128	CEFX	30889
129	CEFX	30890
130	CEFX	30893
131	CEFX	30897
132	CEFX	30898
133	CEFX	30900
134	CEFX	30902
135	CEFX	30903
136	CEFX	30904
137	CEFX	30910
138	CEFX	30911
139	CEFX	30922
140	CEFX	30923
141	CEFX	30925
142	CEFX	30929
143	CEFX	30930
144	CEFX	30931
145	CEFX	30932
146	CEFX	30937
147	CEFX	30938
148	CEFX	30939
149	CEFX	30940
150	CEFX	30942

151	CEFX	30944
152	CEFX	30948
153	CEFX	30949
154	CEFX	30950
155	CEFX	30951
156	CEFX	30953
157	CEFX	30954
158	CEFX	30956
159	CEFX	30957
160	CEFX	30962
161	CEFX	30964
162	CEFX	30976
163	CEFX	30978
164	CEFX	30979
165	CEFX	30981
166	CEFX	30983
167	CEFX	30984
168	CEFX	30989
169	CEFX	30990
170	CEFX	30993
171	CEFX	30994
172	CEFX	30995
173	CEFX	30996
174	CEFX	30998
175	CEFX	30999
176	CEFX	31000
177	CEFX	31003
178	CEFX	31008
179	CEFX	31009
180	CEFX	31012
181	CEFX	31018
182	CEFX	31405
183	CEFX	31410
184	CEFX	31417
185	CEFX	31421
186	CEFX	31424
187	CEFX	31425
188	CEFX	31427
189	CEFX	31435
190	CEFX	31436
191	CEFX	31440
192	CEFX	31441
193	CEFX	31443
194	CEFX	31446
195	CEFX	31456
196	CEFX	31457
197	CEFX	31459
198	CEFX	31464
199	CEFX	31466
200	CEFX	31471

201	CEFX	31473	251	CEFX	31596
202	CEFX	31476	252	CEFX	31597
203	CEFX	31479	253	CEFX	31598
204	CEFX	31486	254	CEFX	31599
205	CEFX	31493	255	CEFX	31602
206	CEFX	31495	256	CEFX	31605
207	CEFX	31498	257	CEFX	31607
208	CEFX	31501	258	CEFX	31613
209	CEFX	31503	259	CEFX	31614
210	CEFX	31506	260	CEFX	31619
211	CEFX	31511	261	CEFX	31620
212	CEFX	31518	262	CEFX	31634
213	CEFX	31521	263	CEFX	31638
214	CEFX	31533	264	CEFX	31642
215	CEFX	31537	265	CEFX	31644
216	CEFX	31539	266	CEFX	31645
217	CEFX	31540	267	CEFX	31654
218	CEFX	31541	268	CEFX	31656
219	CEFX	31542	269	CEFX	31659
220	CEFX	31544	270	CEFX	31660
221	CEFX	31546	271	CEFX	31661
222	CEFX	31547	272	CEFX	31663
223	CEFX	31548	273	CEFX	31664
224	CEFX	31549	274	CEFX	31665
225	CEFX	31550	275	CEFX	31667
226	CEFX	31552	276	CEFX	31670
227	CEFX	31553	277	CEFX	31673
228	CEFX	31554	278	CEFX	31676
229	CEFX	31558	279	CEFX	31678
230	CEFX	31559	280	CEFX	31680
231	CEFX	31566	281	CEFX	31682
232	CEFX	31569	282	CEFX	31683
233	CEFX	31570	283	CEFX	31686
234	CEFX	31572	284	CEFX	31689
235	CEFX	31573	285	CEFX	31695
236	CEFX	31574	286	CEFX	31697
237	CEFX	31576	287	CEFX	31707
238	CEFX	31577	288	CEFX	31709
239	CEFX	31578	289	CEFX	31710
240	CEFX	31579	290	CEFX	31711
241	CEFX	31581	291	CEFX	31712
242	CEFX	31583	292	CEFX	31715
243	CEFX	31584	293	CEFX	31730
244	CEFX	31585	294	CEFX	31748
245	CEFX	31587	295	CEFX	31752
246	CEFX	31590	296	CEFX	31753
247	CEFX	31591	297	CEFX	31760
248	CEFX	31592	298	CEFX	31765
249	CEFX	31593	299	CEFX	31766
250	CEFX	31595	300	CEFX	31781

301	CEFX	31782
302	CEFX	31786
303	CEFX	31789
304	CEFX	31791
305	CEFX	31792
306	CEFX	31795
307	CEFX	31796
308	CEFX	31797
309	CEFX	31798
310	CEFX	31802
311	CEFX	31805
312	CEFX	31806
313	CEFX	31807
314	CEFX	31809
315	CEFX	31812
316	CEFX	31813
317	CEFX	31814
318	CEFX	31818
319	CEFX	31826
320	CEFX	31829
321	CEFX	31832
322	CEFX	31833
323	CEFX	31834
324	CEFX	31836
325	CEFX	31842
326	CEFX	31846
327	CEFX	31851
328	CEFX	31853
329	CEFX	31855
330	CEFX	31856
331	CEFX	31858
332	CEFX	31859
333	CEFX	31865
334	CEFX	31866
335	CEFX	31870
336	CEFX	31879
337	CEFX	31880
338	CEFX	31883
339	CEFX	31890
340	CEFX	31894
341	CEFX	31895
342	CEFX	31898
343	CEFX	31912
344	CEFX	31919
345	CEFX	31920
346	CEFX	31922
347	CEFX	31927
348	CEFX	31928
349	CEFX	31929
350	CEFX	31930

351	CEFX	31933
352	CEFX	31934
353	CEFX	31939
354	CEFX	31943
355	CEFX	31944
356	CEFX	31951
357	CEFX	31952
358	CEFX	31953
359	CEFX	31964
360	CEFX	31967
361	CEFX	31969
362	CEFX	31970
363	CEFX	31971
364	CEFX	31973
365	CEFX	31977
366	CEFX	31979
367	CEFX	31980
368	CEFX	31983
369	CEFX	31985
370	CEFX	31986
371	CEFX	31987
372	CEFX	31994
373	CEFX	31996
374	CEFX	31998
375	CEFX	31999
376	CEFX	32102
377	CEFX	32110
378	CEFX	32120
379	CEFX	32121
380	CEFX	32132
381	CEFX	32136
382	CEFX	32144
383	CEFX	32148
384	CEFX	32153
385	CEFX	32163
386	CEFX	32177
387	CEFX	32179
388	CEFX	32181
389	CEFX	32189
390	CEFX	32199
391	CEFX	32218
392	CEFX	32223
393	CEFX	32229
394	CEFX	32237
395	CEFX	32248
396	CEFX	32253
397	CEFX	32263
398	CEFX	32269
399	CEFX	32274
400	CEFX	32288