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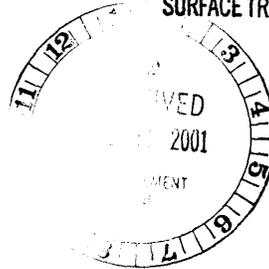
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RECORDATION NO. 20998-H FILED

JAN 03 '02

11-14 AM

SURFACE TRANSPORTATION BOARD



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 December 6, 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:

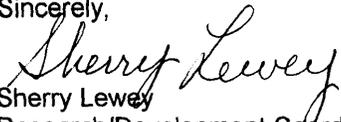
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CONSOLIDATED GRAIN & BARGE COMPANY**, covering 25 hopper cars with reporting marks and numbers – CEFX 61979–CEFX 62089, NOT INCLUSIVE.

Please file this memorandum **SECOND** 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



Enclosure



JAN 03 '02

11-14 AM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6 day of December 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CONSOLIDATED GRAIN & BARGE COMPANY, a Missouri corporation, with an address at P.O. Box 548, 2801 Bluff Road, 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on November 13, 1997 and given 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: Joseph J. Mankowski
 Name: JOSEPH L. MANKOWSKI
 Title: VICE PRESIDENT/RAIL RESOURCES

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: [Signature]
 Name: CHARLIE J. HARRIS
 Title: VICE PRESIDENT/RAIL RESOURCES

SCHEDULE A

Quantity
25

Equipment Description
4,000 c.f. steel, 4 pocket, manual
coal hopper cars

Car Marks and Numbers

1	CEFX	61979
2	CEFX	61984
3	CEFX	61992
4	CEFX	61993
5	CEFX	61998
6	CEFX	62000
7	CEFX	62001
8	CEFX	62011
9	CEFX	62012
10	CEFX	62014
11	CEFX	62015
12	CEFX	62017
13	CEFX	62036
14	CEFX	62041
15	CEFX	62044
16	CEFX	62047
17	CEFX	62049
18	CEFX	62055
19	CEFX	62058
20	CEFX	62061
21	CEFX	62062
22	CEFX	62068
23	CEFX	62078
24	CEFX	62084
25	CEFX	62089