



# LEXIS Document Services

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August 18, 2000

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

RECORDATION NO. **23056** FILED  
AUG 22 '00 3-55 PM  
Ts  
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 28, 2000 between the following parties:

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

Lessee: LOUIS DREYFUS CORPORATION  
187 Danbury Road, Wilton, CT 06897-0810

**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: LOUIS DREYFUS CORPORATION, covering (143) 5250 c.f. covered hopper railcars with reporting marks and numbers – See attached listing.

Please file this memorandum as a primary document with the Surface Transportation Board 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. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

Enclosure/sll



**LEXIS Document Services** Schedule A  
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Quantity                      Equipment Description                      Reporting Marks and Numbers  
143                              5250 c.f. covered hopper railcars,                      Listed below  
equipped w/ trough hatches and gravity  
outlet gates.

CEFX 10100	CEFX 11234	CEFX 12207	CEFX 12327
CEFX 10106	CEFX 11235	CEFX 12209	CEFX 12328
CEFX 10108	CEFX 11237	CEFX 12214	CEFX 12331
CEFX 10109	CEFX 11238	CEFX 12218	CEFX 12332
CEFX 10112	CEFX 11240	CEFX 12221	CEFX 12333
CEFX 10113	CEFX 11241	CEFX 12229	CEFX 12334
CEFX 10114	CEFX 11242	CEFX 12232	CEFX 12335
CEFX 10117	CEFX 12122	CEFX 12233	CEFX 12339
CEFX 10129	CEFX 12123	CEFX 12241	CEFX 12340
CEFX 10133	CEFX 12124	CEFX 12245	CEFX 12341
CEFX 10135	CEFX 12129	CEFX 12246	CEFX 12342
CEFX 10139	CEFX 12130	CEFX 12248	CEFX 12343
CEFX 10145	CEFX 12131	CEFX 12257	CEFX 12345
CEFX 10152	CEFX 12137	CEFX 12262	CEFX 12347
CEFX 10153	CEFX 12139	CEFX 12264	CEFX 12354
CEFX 10154	CEFX 12142	CEFX 12266	CEFX 12361
CEFX 10158	CEFX 12146	CEFX 12267	CEFX 12362
CEFX 10159	CEFX 12147	CEFX 12269	CEFX 12363
CEFX 10165	CEFX 12148	CEFX 12271	CEFX 12366
CEFX 10169	CEFX 12151	CEFX 12274	CEFX 12370
CEFX 10170	CEFX 12152	CEFX 12277	CEFX 12371
CEFX 10176	CEFX 12154	CEFX 12279	CEFX 12372
CEFX 10177	CEFX 12158	CEFX 12283	CEFX 12373
CEFX 10178	CEFX 12159	CEFX 12284	CEFX 12374
CEFX 10183	CEFX 12162	CEFX 12287	CEFX 12375
CEFX 10196	CEFX 12163	CEFX 12290	CEFX 12376
CEFX 10197	CEFX 12166	CEFX 12295	CEFX 12377
CEFX 10201	CEFX 12168	CEFX 12296	CEFX 12379
CEFX 10203	CEFX 12180	CEFX 12299	CEFX 12381
CEFX 10205	CEFX 12187	CEFX 12303	CEFX 12382
CEFX 10206	CEFX 12191	CEFX 12306	CEFX 12383
CEFX 10207	CEFX 12195	CEFX 12310	CEFX 12386
CEFX 10668	CEFX 12196	CEFX 12312	CEFX 12394
CEFX 11231	CEFX 12198	CEFX 12317	CEFX 12398
CEFX 11232	CEFX 12204	CEFX 12318	CEFX 12399
CEFX 11233	CEFX 12206	CEFX 12319	

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July 12, 2000 (3:49PM)

LEXIS Document Services Headquarters: 801 Adlai Stevenson Drive • Springfield, IL 62703-4261

AUG 22 '00 3-55 PM

MEMORANDUM OF RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28<sup>th</sup> day of July 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 Louis Dreyfus Corporation, a New York corporation, with an address at 187 Danbury Road, Wilton, CT 06897-0810 (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 July 28, 2000 covering the equipment listed on Schedule A hereto (the "Equipment");

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.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Joseph J. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT

LOUIS DREYFUS CORPORATION

By: Kevin D. Kaufman  
Name: Kevin D. Kaufman  
Title: Senior Vice President

STATE OF ) Connecticut  
          ) )  
COUNTY OF ) SS:  
                  ) Fairfield

On this 25 day of JULY, 2000 before me personally appears Kevin KAUFMAN, to me personally known, who by me duly sworn, says that he/she is the sen. Vice President of LOUIS DREYFUS CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Marylee Kelly  
Notary Public

[SEAL]

My Commission expires:  
3-31-04

STATE OF NEW YORK )  
                                  ) SS:  
COUNTY OF NEW YORK )

On this 28<sup>th</sup> day of July, 2000 before me personally appears Joseph MANKOWSKI, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Rose Mary Dinnaught  
Notary Public

[SEAL]

My Commission expires

**ROSE MARY DINNHAUPT**  
Notary Public, State of New York  
No. 31-5010315  
Qualified in New York County  
Commission Expires March 29, ~~199~~  
2001

S:dreyfus\fs\final  
July 12, 2000 (3:49PM)

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
143	5250 c.f. covered hopper railcars, equipped w/ trough hatches and gravity outlet gates.	Listed below

CEFX 10100	CEFX 11234	CEFX 12207	CEFX 12327
CEFX 10106	CEFX 11235	CEFX 12209	CEFX 12328
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