



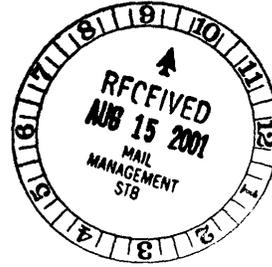
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RECORDATION NO. 23616 FILED

August 14, 2001

AUG 15 '01 1:41 PM



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

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 7, 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: **BAKERY FEEDS, A DIVISION OF GRIFFIN INDUSTRIES, INC.**
4221 Alexandria Pike, Cold Spring, KY 41076

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: **BAKERY FEEDS, A DIVISION OF GRIFFIN INDUSTRIES, INC.**, covering 60 coal hoppers with reporting marks and numbers — CEFX 15014 – CRPX 944525, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document 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



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Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7 day of June, 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 BAKERY FEEDS, a DIVISION OF GRIFFIN INDUSTRIES, INC. a Kentucky corporation, with an address at 4221 Alexandria Pike, Cold Spring, KY 41076 (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 JUNE 7 2001 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.

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: **VICE PRESIDENT/LEASING**

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.

BAKERY FEEDS, a DIVISION OF GRIFFIN INDUSTRIES, INC.

By: Bill Pearson
Name: BILL PEARSON
Title: PRESIDENT BAKERY FEEDS
DIVISION OF GRIFFIN INDUSTRIES

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
60

Equipment Description
4,750 c.f. covered hopper cars
with gravity gates and trough
hatches

Car Marks and Numbers
Listed below

1	CEFX	15014
2	CEFX	15062
3	CEFX	15071
4	CEFX	15097
5	CEFX	15282
6	CEFX	15288
7	CEFX	15300
8	CEFX	15427
9	CEFX	15443
10	CEFX	15661
11	CEFX	15668
12	CEFX	15671
13	CEFX	15728
14	CEFX	15742
15	CEFX	15743
16	CEFX	15748
17	CEFX	15755
18	CEFX	17059
19	CEFX	17071
20	CEFX	17076

21	CEFX	17078
22	CEFX	17082
23	CEFX	17110
24	CEFX	17114
25	CEFX	17119
26	CEFX	17131
27	CEFX	17147
28	CEFX	17153
29	CEFX	17159
30	CEFX	17163
31	CEFX	17189
32	CEFX	17190
33	CEFX	17193
34	CEFX	17198
35	CEFX	17754
36	CEFX	151877
37	CEFX	151885
38	CEFX	151898
39	CEFX	151906
40	CEFX	151908

41	CEFX	151910
42	CEFX	151913
43	CEFX	151930
44	CEFX	151946
45	CEFX	151950
46	CEFX	151954
47	CEFX	151977
48	CEFX	152300
49	CEFX	152315
50	CEFX	152485
51	GRPX	944013
52	GRPX	944068
53	GRPX	944175
54	GRPX	944233
55	GRPX	944301
56	GRPX	944405
57	GRPX	944442
58	GRPX	944452
59	GRPX	944508
60	GRPX	944525