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OF COUNSEL
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April 30, 2002

RECORDATION NO. 23056-B FILED

APR 30 '02 10-28 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Lease No. 1 – Louis Dreyfus Corporation

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Schedule No. 02 to Master Railcar Lease ("Amendment"), dated as of April 26, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease which was previously filed with the Board under Recordation Number 23056

The names and addresses of the parties to the enclosed document are:

Lessor: The CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas
New York, New York 10036

Lessee: Louis Dreyfus Corporation
187 Danbury Road
Wilton, Connecticut 06897-0810

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

One hundred and seventeen (117) covered hopper railcars bearing CEFX reporting marks and road numbers 12021 - 13779 not inclusive, as set forth on Exhibit A attached to the Amendment.

A short summary of the document to appear in the index is:

Amendment No. 1 to Schedule No. 02 to Master Railcar Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Edward M. Luria

RWA/anm
Enclosures

**AMENDMENT NO. 1 TO SCHEDULE NO. 02 TO MASTER RAILCAR
LEASE BETWEEN THE CIT GROUP/EQUIPMENT FINANCING, INC.
AND LOUIS DREYFUS CORPORATION**

This Amendment No. 1 ("Amendment"), dated as of April ~~26~~, 2002, modifies and amends Schedule No. 02 made as of September 11, 2000 (as amended, modified or supplemented, "Schedule No. 02") to the Master Railcar Lease made as of July 28, 2000, effective as of September 26, 1999 (as amended, modified or supplemented, the "Lease") between The CIT Group/Equipment Financing, Inc. ("Lessor") and Louis Dreyfus Corporation ("Lessee") to correct, as of September 11, 2000, an inaccuracy in the description of railcars leased under the Lease pursuant to Schedule No. 02.

WHEREAS pursuant to the Lease and Schedule No. 02 thereto, Lessor leased certain covered hopper railcars to Lessee;

WHEREAS Lessor and Lessee confirm that the quantity of cars and car marks and numbers in Schedule No. 02 are amended as herein provided.

NOW THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The quantity of cars covered by the Lease and Schedule No. 02 originally set forth in Schedule No. 02 is hereby deleted and Lessee and Lessor agree that Schedule No. 02 covers 117 covered hopper railcars.
2. The car marks and numbers originally set forth in Schedule A to Schedule No. 02 are hereby deleted and a revised Schedule A in the form attached hereto as Exhibit A ("Revised Schedule A"), shall be attached to Schedule No. 02, as amended hereby.
3. This Amendment shall be effective on and as of September 11, 2000.
4. Except as expressly amended herein, the Lease and Schedule No. 02 shall continue in full force and effect, all references to Schedule No. 02 shall mean Schedule No. 02 as amended hereby and all references in Schedule No. 02 to Schedule A shall mean Revised Schedule A.
5. The terms of this Amendment and all rights and obligations hereunder shall be governed by the laws of the state of New York without regard to New York's choice of law doctrine.
6. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

RECORDATION NO. 23056-B FILED

APR 30 '02 10-28 AM

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the day and year first written above.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: STEPHEN Z SERAPCA
Title: SR VP

LOUIS DREYFUS CORPORATION

By: 
Name: Gary Lubben
Title: SR. V.P.

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26th day of April, 2002, before me, a Notary Public in and for said County and State, personally appeared Stephen Berger SVP of The CIT Group/Equipment Financing, Inc., who acknowledged herself/himself to be a duly authorized officer of said corporation, and that, as such officer, being authorized to do so, s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Barbara Ganser
Notary Public

My commission expires:

BARBARA GANSER
Notary Public, State of New York
No. 01GA5096133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2002

STATE OF Connecticut)
) ss:
COUNTY OF Fairfield)

On this 26 day of April, 2002, before me, a Notary Public in and for said County and State, personally appeared Gary Lubbin, a SVP of Louis Dreyfus Corporation, who acknowledged herself/himself to be a duly authorized officer of said corporation, and that, as such officer, being authorized to do so, s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Marylee Kelly
Notary Public

My commission expires:
3-31-04

EXHIBIT A
Revised Schedule A

Quantity
117

Equipment Description
5,150 c.f. covered hopper cars
with gravity gates and trough hatches

Car Marks & Numbers
Listed below

1	CEFX	12021	40	CEFX	13135	79	CEFX	13740
2	CEFX	12023	41	CEFX	13137	80	CEFX	13741
3	CEFX	12035	42	CEFX	13145	81	CEFX	13742
4	CEFX	12038	43	CEFX	13147	82	CEFX	13743
5	CEFX	12039	44	CEFX	13148	83	CEFX	13744
6	CEFX	12040	45	CEFX	13150	84	CEFX	13745
7	CEFX	12044	46	CEFX	13153	85	CEFX	13746
8	CEFX	12048	47	CEFX	13161	86	CEFX	13747
9	CEFX	12053	48	CEFX	13166	87	CEFX	13748
10	CEFX	12056	49	CEFX	13185	88	CEFX	13749
11	CEFX	12090	50	CEFX	13711	89	CEFX	13750
12	CEFX	12093	51	CEFX	13712	90	CEFX	13751
13	CEFX	12095	52	CEFX	13713	91	CEFX	13752
14	CEFX	12097	53	CEFX	13714	92	CEFX	13753
15	CEFX	12100	54	CEFX	13715	93	CEFX	13755
16	CEFX	12101	55	CEFX	13716	94	CEFX	13756
17	CEFX	12104	56	CEFX	13717	95	CEFX	13757
18	CEFX	12106	57	CEFX	13718	96	CEFX	13758
19	CEFX	12107	58	CEFX	13719	97	CEFX	13759
20	CEFX	12109	59	CEFX	13720	98	CEFX	13760
21	CEFX	12110	60	CEFX	13721	99	CEFX	13761
22	CEFX	12112	61	CEFX	13722	100	CEFX	13762
23	CEFX	12114	62	CEFX	13723	101	CEFX	13763
24	CEFX	12116	63	CEFX	13724	102	CEFX	13764
25	CEFX	12121	64	CEFX	13725	103	CEFX	13765
26	CEFX	13051	65	CEFX	13726	104	CEFX	13766
27	CEFX	13052	66	CEFX	13727	105	CEFX	13767
28	CEFX	13054	67	CEFX	13728	106	CEFX	13768
29	CEFX	13056	68	CEFX	13729	107	CEFX	13769
30	CEFX	13057	69	CEFX	13730	108	CEFX	13770
31	CEFX	13059	70	CEFX	13731	109	CEFX	13771
32	CEFX	13063	71	CEFX	13732	110	CEFX	13772
33	CEFX	13123	72	CEFX	13733	111	CEFX	13773
34	CEFX	13127	73	CEFX	13734	112	CEFX	13774
35	CEFX	13128	74	CEFX	13735	113	CEFX	13775
36	CEFX	13131	75	CEFX	13736	114	CEFX	13776
37	CEFX	13132	76	CEFX	13737	115	CEFX	13777
38	CEFX	13133	77	CEFX	13738	116	CEFX	13778
39	CEFX	13134	78	CEFX	13739	117	CEFX	13779

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of an Amendment with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 30, 2002

Edward M. Luria
Edward M. Luria