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May 30, 2002

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

RECORDATION NO. 20996-N FILED

JUN 3 '02 2-38 PM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 11, 2002 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: **CARGILL INCORPORATED**  
PO Box 9300, MS 78, Minneapolis, MN 55440-9300

**A short summary of the document to appear in the index follows:**

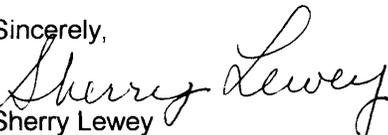
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CARGILL INCORPORATED** covering 106 coal hoppers with reporting marks and numbers – CEFX 15041 – GRPX 944578, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #20996-A dated 10/14/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) 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



**LEXIS<sup>®</sup> Document Services**  
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**Research/Development Coordinator**

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11<sup>th</sup> day of April, 2002, 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 CARGILL, INCORPORATED, a Delaware corporation, with an address at PO Box 9300, MS 78, , Minneapolis, MN 55440-9300 (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 8, 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 October 14, 1998 as recordation number 20996-A.

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 L. 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.

CARGILL, INCORPORATED

By: Robert W. Schneider  
Name: Robert W. Schneider  
Title: Corp Rail Fleet Admin Mgr

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SURFACE TRANSPORTATION BOARD

# Schedule A

Number of Cars			Equipment Description					
106			4,750 C.F. covered hopper car with gravity gates and trough hatches					
#	Car Mark	Car Number	#	Car Mark	Car Number	#	Car Mark	Car Number
1	CEFX	15041	53	GRPX	944130	105	GRPX	944573
2	CEFX	15139	54	GRPX	944146	106	GRPX	944578
3	CEFX	15432	55	GRPX	944147			
4	CEFX	15685	56	GRPX	944158			
5	CEFX	15752	57	GRPX	944162			
6	CEFX	15766	58	GRPX	944164			
7	CEFX	151878	59	GRPX	944183			
8	CEFX	151886	60	GRPX	944192			
9	CEFX	151889	61	GRPX	944197			
10	CEFX	151900	62	GRPX	944198			
11	CEFX	151909	63	GRPX	944201			
12	CEFX	151917	64	GRPX	944206			
13	CEFX	151920	65	GRPX	944216			
14	CEFX	151931	66	GRPX	944235			
15	CEFX	151936	67	GRPX	944248			
16	CEFX	151948	68	GRPX	944258			
17	CEFX	151956	69	GRPX	944259			
18	CEFX	151959	70	GRPX	944267			
19	CEFX	151960	71	GRPX	944268			
20	CEFX	151961	72	GRPX	944274			
21	CEFX	151963	73	GRPX	944287			
22	CEFX	151966	74	GRPX	944299			
23	CEFX	151971	75	GRPX	944304			
24	CEFX	151972	76	GRPX	944312			
25	CEFX	151973	77	GRPX	944319			
26	CEFX	151974	78	GRPX	944320			
27	CEFX	151979	79	GRPX	944327			
28	CEFX	151991	80	GRPX	944331			
29	CEFX	151996	81	GRPX	944347			
30	GRPX	944000	82	GRPX	944355			
31	GRPX	944004	83	GRPX	944359			
32	GRPX	944005	84	GRPX	944361			
33	GRPX	944006	85	GRPX	944371			
34	GRPX	944009	86	GRPX	944377			
35	GRPX	944014	87	GRPX	944385			
36	GRPX	944016	88	GRPX	944386			
37	GRPX	944025	89	GRPX	944390			
38	GRPX	944026	90	GRPX	944400			
39	GRPX	944031	91	GRPX	944407			
40	GRPX	944037	92	GRPX	944424			
41	GRPX	944060	93	GRPX	944430			
42	GRPX	944062	94	GRPX	944463			
43	GRPX	944069	95	GRPX	944466			
44	GRPX	944073	96	GRPX	944478			
45	GRPX	944074	97	GRPX	944481			
46	GRPX	944076	98	GRPX	944483			
47	GRPX	944082	99	GRPX	944487			
48	GRPX	944099	100	GRPX	944489			
49	GRPX	944104	101	GRPX	944495			
50	GRPX	944109	102	GRPX	944507			
51	GRPX	944117	103	GRPX	944509			
52	GRPX	944125	104	GRPX	944520			