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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. 21077-G FILED

JUN 3 '02 3-03 PM

Dear Taledia,

SURFACE TRANSPORTATION BOARD,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 13, 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: **CENTRAL SOYA COMPANY, INC.**
1946 West Cook Road (46818), P.O. Box 1400, Fort Wayne, IN
46801-1400

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: **CENTRAL SOYA COMPANY, INC.**, covering 100 coal hopper cars with reporting marks and numbers – CEFX 10832 – CEFX 12847, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #21077 dated 12/17/97 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,

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



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Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of February, 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 CENTRAL SOYA COMPANY, INC., an Indiana corporation, with an address at 1946 West Cook Road (46818), P.O. Box 1400, Fort Wayne, IN 46801-1400 (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 December 3, 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 December 17, 1997 and given Recordation Number 21077.

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.

CENTRAL SOYA COMPANY, INC.
By: [Signature]
Name: S. M. B. RATTIEN
Title: VICE PRESIDENT, TRANSPORTATION

RECORDATION NO. 21077-G FILED

JUN 3 '02 3-03 PM

SURFACE TRANSPORTATION BOARD

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>
100	5, 150 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	10832	53	CEFX	12659			
2	CEFX	10834	54	CEFX	12660			
3	CEFX	10839	55	CEFX	12661			
4	CEFX	10840	56	CEFX	12662			
5	CEFX	10843	57	CEFX	12663			
6	CEFX	10844	58	CEFX	12665			
7	CEFX	10846	59	CEFX	12674			
8	CEFX	10848	60	CEFX	12675			
9	CEFX	10852	61	CEFX	12676			
10	CEFX	10854	62	CEFX	12678			
11	CEFX	10859	63	CEFX	12684			
12	CEFX	10862	64	CEFX	12687			
13	CEFX	10864	65	CEFX	12688			
14	CEFX	10866	66	CEFX	12692			
15	CEFX	10871	67	CEFX	12695			
16	CEFX	10886	68	CEFX	12698			
17	CEFX	10889	69	CEFX	12708			
18	CEFX	10926	70	CEFX	12709			
19	CEFX	10929	71	CEFX	12711			
20	CEFX	10931	72	CEFX	12722			
21	CEFX	12544	73	CEFX	12724			
22	CEFX	12545	74	CEFX	12728			
23	CEFX	12548	75	CEFX	12731			
24	CEFX	12550	76	CEFX	12744			
25	CEFX	12554	77	CEFX	12754			
26	CEFX	12556	78	CEFX	12757			
27	CEFX	12557	79	CEFX	12760			
28	CEFX	12560	80	CEFX	12761			
29	CEFX	12567	81	CEFX	12767			
30	CEFX	12570	82	CEFX	12772			
31	CEFX	12573	83	CEFX	12776			
32	CEFX	12574	84	CEFX	12795			
33	CEFX	12576	85	CEFX	12802			
34	CEFX	12583	86	CEFX	12803			
35	CEFX	12593	87	CEFX	12804			
36	CEFX	12595	88	CEFX	12806			
37	CEFX	12597	89	CEFX	12810			
38	CEFX	12604	90	CEFX	12816			
39	CEFX	12605	91	CEFX	12823			
40	CEFX	12619	92	CEFX	12826			
41	CEFX	12620	93	CEFX	12827			
42	CEFX	12622	94	CEFX	12828			
43	CEFX	12623	95	CEFX	12829			
44	CEFX	12627	96	CEFX	12839			
45	CEFX	12630	97	CEFX	12841			
46	CEFX	12631	98	CEFX	12842			
47	CEFX	12636	99	CEFX	12845			
48	CEFX	12643	100	CEFX	12847			
49	CEFX	12644						
50	CEFX	12645						
51	CEFX	12647						
52	CEFX	12654						