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RECORDATION NO. 23617-B FILED

OCT 22 '02 12-32 PM

**SURFACE TRANSPORTATION BOARD**



October 21, 2002

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

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 28, 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: **DEBRUCE GRAIN, INC.**  
4100 North Mulberry Road, Kansas City, MO 64116

**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: **DEBRUCE GRAIN INC.**, covering 100 coal hoppers with reporting marks and numbers – CEFX 12113 – SIRX 515198, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23617 dated 8/15/01 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*  
Sherry Lewey



**LexisNexis™**

Document Solutions  
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25<sup>th</sup> day of August, 2002, 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 DeBRUCE GRAIN, INC., a Missouri corporation, with an address at 4100 North Mulberry Road Kansas City, MO 64116 (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 30, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 15, 2001 and given Recordation Number 23617.

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 J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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.

DeBRUCE GRAIN, INC.

By: Jeff Hicks  
Name: JEFF HICKS  
Title: Director of Transportation

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# Schedule A

Number of Cars	Equipment Description
100	5,150 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	12113	53	SIRX	515090
2	CEFX	13005	54	SIRX	515091
3	CEFX	13019	55	SIRX	515103
4	CEFX	13029	56	SIRX	515105
5	CEFX	13042	57	SIRX	515106
6	CEFX	13045	58	SIRX	515107
7	CEFX	13064	59	SIRX	515109
8	CEFX	13158	60	SIRX	515112
9	SIRX	515000	61	SIRX	515113
10	SIRX	515005	62	SIRX	515114
11	SIRX	515006	63	SIRX	515115
12	SIRX	515007	64	SIRX	515122
13	SIRX	515010	65	SIRX	515123
14	SIRX	515014	66	SIRX	515134
15	SIRX	515016	67	SIRX	515135
16	SIRX	515018	68	SIRX	515138
17	SIRX	515020	69	SIRX	515143
18	SIRX	515021	70	SIRX	515144
19	SIRX	515022	71	SIRX	515145
20	SIRX	515024	72	SIRX	515146
21	SIRX	515027	73	SIRX	515147
22	SIRX	515029	74	SIRX	515148
23	SIRX	515031	75	SIRX	515150
24	SIRX	515033	76	SIRX	515156
25	SIRX	515034	77	SIRX	515160
26	SIRX	515035	78	SIRX	515163
27	SIRX	515038	79	SIRX	515169
28	SIRX	515039	80	SIRX	515170
29	SIRX	515040	81	SIRX	515172
30	SIRX	515042	82	SIRX	515174
31	SIRX	515043	83	SIRX	515175
32	SIRX	515044	84	SIRX	515176
33	SIRX	515045	85	SIRX	515177
34	SIRX	515046	86	SIRX	515178
35	SIRX	515047	87	SIRX	515179
36	SIRX	515048	88	SIRX	515182
37	SIRX	515051	89	SIRX	515183
38	SIRX	515052	90	SIRX	515184
39	SIRX	515054	91	SIRX	515185
40	SIRX	515056	92	SIRX	515186
41	SIRX	515058	93	SIRX	515187
42	SIRX	515062	94	SIRX	515188
43	SIRX	515065	95	SIRX	515190
44	SIRX	515066	96	SIRX	515191
45	SIRX	515067	97	SIRX	515192
46	SIRX	515073	98	SIRX	515193
47	SIRX	515076	99	SIRX	515195
48	SIRX	515084	100	SIRX	515198
49	SIRX	515085			
50	SIRX	515086			
51	SIRX	515087			
52	SIRX	515088			