



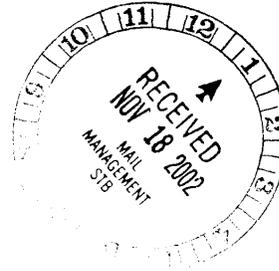
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RECORDATION NO. 23948A FILED

NOV 19 02

9-24 AM

SURFACE TRANSPORTATION BOARD



November 15, 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 26, 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: **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: **GRIFFIN INDUSTRIES, INC.**, covering 16 hopper cars with reporting marks and numbers – CEFX 10836 – CEFX 10927, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23948 dated 4/24/02 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



LexisNexis™

Document Solutions  
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26<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, 20th Floor, New York, New York 10036 (the "Lessor"), and 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:

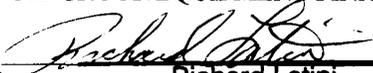
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 15, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on April, 24, 2002 as recordation number 23948.

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:   
Name: Richard Latini  
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.

GRIFFIN INDUSTRIES, INC.

By:   
Name: Steve Norman  
Title: Sales Mgr. Proton

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# Schedule A

Number of Cars	Equipment Description	
16	5,150 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	10836
2	CEFX	10838
3	CEFX	10855
4	CEFX	10860
5	CEFX	10861
6	CEFX	10863
7	CEFX	10865
8	CEFX	10882
9	CEFX	10884
10	CEFX	10891
11	CEFX	10893
12	CEFX	10896
13	CEFX	10900
14	CEFX	10901
15	CEFX	10914
16	CEFX	10927