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RECORDATION NO. 22225-E FILED

MAR 06 '03 12-28 PM

SURFACE TRANSPORTATION BOARD



March 5, 2003

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 January 15, 2003 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: **A.E. STALEY MANUFACTURING CO.**
2200 Eldorado Street, Decatur, IL. 62521

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: **A.E. STALEY MANUFACTURING CO.**, covering 50 coal hoppers with reporting marks and numbers – CEFX 76034 – CEFX 76083, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #22225 dated 6/23/99 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

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of January 2003, is made by C.I.T. LEASING CORPORATION, a Delaware Corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and A.E. STALEY MANUFACTURING CO., a Delaware corporation, with an address at 2200 Eldorado Street, , Decatur, IL 62521 (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 June 7, 1999 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on June 23, 1999 as recordation number 22225.

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.

C.I.T. LEASING CORPORATION

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.

A.E. STALEY MANUFACTURING CO.

By: Lynna Hieser
Name: Lynna Hieser
Title: Director of Transportation

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Schedule A

Number of Cars	Equipment Description
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50	5,660 C.F. P.D. covered hopper car
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1	CEFX	76034
2	CEFX	76035
3	CEFX	76036
4	CEFX	76037
5	CEFX	76038
6	CEFX	76039
7	CEFX	76040
8	CEFX	76041
9	CEFX	76042
10	CEFX	76043
11	CEFX	76044
12	CEFX	76045
13	CEFX	76046
14	CEFX	76047
15	CEFX	76048
16	CEFX	76049
17	CEFX	76050
18	CEFX	76051
19	CEFX	76052
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47	CEFX	76080
48	CEFX	76081
49	CEFX	76082
50	CEFX	76083