



Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11<sup>th</sup> day of September 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 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 1999 and given 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.

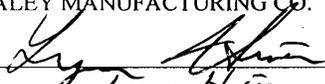
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

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.

A.E. STALEY MANUFACTURING CO.

By:   
Name: Lynn Hill  
Title: Director of Transportation

RECORDATION NO. 22225-F FILED

**MAR 20 '05 1-59 PM**

**SURFACE TRANSPORTATION BOARD**



**SCHEDULE A**

Quantity  
25

Equipment Description  
5,250 c.f. covered hoppers  
with gravity gates and trough  
hatches.

Car Marks and Numbers

1	TCMX	12127
2	TCMX	12132
3	TCMX	12145
4	TCMX	12149
5	TCMX	12165
6	TCMX	12185
7	TCMX	12194
8	TCMX	12200
9	TCMX	12212
10	TCMX	12219
11	TCMX	12223
12	TCMX	12239
13	TCMX	12258
14	TCMX	12259
15	TCMX	12305
16	TCMX	12309
17	TCMX	12320
18	TCMX	12321
19	TCMX	12336
20	TCMX	12337
21	TCMX	12364
22	TCMX	12367
23	TCMX	12384
24	TCMX	12387
25	TCMX	12391