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RECORDATION NO. 23617-C FILED

May 1, 2003

MAY 02 '03 2:54 PM

SURFACE TRANSPORTATION BOARD

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 March 11, 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: **DEBRUCE GRAIN, INC.**
4100 North Mulberry Rd., P.O. Box 34621, 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 24 hopper cars with reporting marks and numbers – CEFX 15001 – GRPX 944303, 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

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of March, 2003, 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 DEBRUCE GRAIN, INC., a Missouri corporation, with an address at 4100 North Mulberry Rd. P.O. Box 34621, , 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: Shane Bennett
Name: Shane Bennett
Title: AST Director Transportation

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Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
24	4,750 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	15001
2	CEFX	15007
3	CEFX	15008
4	CEFX	15011
5	CEFX	15013
6	CEFX	15031
7	CEFX	15035
8	CEFX	15040
9	CEFX	15053
10	CEFX	15060
11	CEFX	15068
12	CEFX	15069
13	CEFX	15070
14	CEFX	15075
15	CEFX	15080
16	CEFX	15086
17	CEFX	15092
18	CEFX	15434
19	CEFX	17139
20	CEFX	17563
21	CEFX	17615
22	CEFX	152783
23	CEFX	152785
24	GRPX	944303