



**CORPORATION SERVICE COMPANY**

March 17, 2004

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

23948-C FILED  
MAR 22 '04 9-48 AM  
SURFACE TRANSPORTATION BOARD

MAR 18 2004  
RECEIVED

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 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: **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 8 covered hoppers with reporting marks and numbers – CEFX 13076 – CEFX 13635, **NON-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*

Sherry Lewey  
Research/Development Coordinator

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11<sup>TH</sup> day of December, 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 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 ("STB") on April 24, 2002 and given Recordation Number 23948.

WHEREAS, the Parties have entered in to 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 for the 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: Sales Mgr., Proteins  
Title: Sales Mgr., Proteins

RECORDATION NO. \_\_\_\_\_ FILED  
MAR 22 2003 9:48 AM  
SURFACE TRANSPORTATION BOARD

# Schedule A

Number of Cars	Equipment Description	
8	5,150 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	13076
2	CEFX	13097
3	CEFX	13516
4	CEFX	13571
5	CEFX	13573
6	CEFX	13574
7	CEFX	13575
8	CEFX	13635