



CORPORATION SERVICE COMPANY

March 17, 2004

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

RECORDATION NO. 24863 FILED

MAR 22 '04 10:41 AM

SURFACE TRANSPORTATION BOARD

MAR 18 2004
RECEIVED

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 7, 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: **DOMINO FOODS, INC.**
1 North Clematis Street, Suite 310, West Palm Beach, FL 33401

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: **DOMINO FOODS, INC.**, covering 155 covered hopper cars with reporting marks and numbers — CEFX 20109 THRU CEFX 20330, NON-INCLUSIVE.

Please file this memorandum as a PRIMARY document 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
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 7th day of July, 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 DOMINO FOODS, INC., Lessee for AMERICAN SUGAR REFINING ~~CO.~~, a New York corporation, with an address at 1 North Clematis Street, Suite 310, West Palm Beach, FL 33401 (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 7, 2003 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

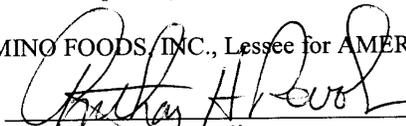
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee 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.

DOMINO FOODS, INC., Lessee for AMERICAN SUGAR REFINING ~~CO.~~ INC. *DMC*
By: 
Name: Anthony H. Rovolis
Title: Director of Distribution

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description							
155	5,150 C.F. gravity-pneumatic covered hopper car with circular hatches, food grade interior							
1	CEFX	20109	53	CEFX	20209	105	CEFX	20270
2	CEFX	20110	54	CEFX	20211	106	CEFX	20271
3	CEFX	20119	55	CEFX	20213	107	CEFX	20272
4	CEFX	20121	56	CEFX	20214	108	CEFX	20273
5	CEFX	20123	57	CEFX	20215	109	CEFX	20274
6	CEFX	20125	58	CEFX	20216	110	CEFX	20275
7	CEFX	20126	59	CEFX	20219	111	CEFX	20276
8	CEFX	20127	60	CEFX	20220	112	CEFX	20277
9	CEFX	20131	61	CEFX	20222	113	CEFX	20278
10	CEFX	20134	62	CEFX	20223	114	CEFX	20279
11	CEFX	20141	63	CEFX	20224	115	CEFX	20280
12	CEFX	20142	64	CEFX	20227	116	CEFX	20282
13	CEFX	20144	65	CEFX	20228	117	CEFX	20283
14	CEFX	20145	66	CEFX	20229	118	CEFX	20285
15	CEFX	20146	67	CEFX	20230	119	CEFX	20286
16	CEFX	20148	68	CEFX	20231	120	CEFX	20287
17	CEFX	20149	69	CEFX	20232	121	CEFX	20288
18	CEFX	20151	70	CEFX	20233	122	CEFX	20289
19	CEFX	20155	71	CEFX	20234	123	CEFX	20290
20	CEFX	20158	72	CEFX	20235	124	CEFX	20291
21	CEFX	20159	73	CEFX	20236	125	CEFX	20292
22	CEFX	20160	74	CEFX	20237	126	CEFX	20293
23	CEFX	20162	75	CEFX	20238	127	CEFX	20294
24	CEFX	20165	76	CEFX	20239	128	CEFX	20295
25	CEFX	20169	77	CEFX	20240	129	CEFX	20296
26	CEFX	20171	78	CEFX	20241	130	CEFX	20297
27	CEFX	20172	79	CEFX	20242	131	CEFX	20298
28	CEFX	20173	80	CEFX	20243	132	CEFX	20299
29	CEFX	20175	81	CEFX	20244	133	CEFX	20300
30	CEFX	20178	82	CEFX	20245	134	CEFX	20301
31	CEFX	20179	83	CEFX	20246	135	CEFX	20303
32	CEFX	20187	84	CEFX	20247	136	CEFX	20304
33	CEFX	20188	85	CEFX	20248	137	CEFX	20305
34	CEFX	20189	86	CEFX	20249	138	CEFX	20306
35	CEFX	20190	87	CEFX	20251	139	CEFX	20307
36	CEFX	20191	88	CEFX	20252	140	CEFX	20308
37	CEFX	20192	89	CEFX	20253	141	CEFX	20311
38	CEFX	20193	90	CEFX	20254	142	CEFX	20312
39	CEFX	20194	91	CEFX	20255	143	CEFX	20313
40	CEFX	20195	92	CEFX	20257	144	CEFX	20314
41	CEFX	20196	93	CEFX	20258	145	CEFX	20315
42	CEFX	20197	94	CEFX	20259	146	CEFX	20316
43	CEFX	20198	95	CEFX	20260	147	CEFX	20317
44	CEFX	20199	96	CEFX	20261	148	CEFX	20318
45	CEFX	20200	97	CEFX	20262	149	CEFX	20319
46	CEFX	20202	98	CEFX	20263	150	CEFX	20320
47	CEFX	20203	99	CEFX	20264	151	CEFX	20321
48	CEFX	20204	100	CEFX	20265	152	CEFX	20324
49	CEFX	20205	101	CEFX	20266	153	CEFX	20325
50	CEFX	20206	102	CEFX	20267	154	CEFX	20329
51	CEFX	20207	103	CEFX	20268	155	CEFX	20330
52	CEFX	20208	104	CEFX	20269			