



CORPORATION SERVICE COMPANY

January 10, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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RECORDATION NO. 23948-D FILED

JAN 11 '05 2-50 PM
SURFACE TRANSPORTATION BOARD

RE: 141118-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 30, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor 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 14 covered hopper cars with reporting marks and numbers –CEFX 12031 – CEFX 13112 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23948 dated April 24, 2002 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30th day of August, 2004, 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 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 F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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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: Steve Thomas
Name: Steve Thomas
Title: Senior Product mgr

Schedule A

Number of Cars	Equipment Description	
14	5,150 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	12031
2	CEFX	12037
3	CEFX	12077
4	CEFX	12080
5	CEFX	12081
6	CEFX	12082
7	CEFX	12083
8	CEFX	12084
9	CEFX	13067
10	CEFX	13070
11	CEFX	13103
12	CEFX	13106
13	CEFX	13107
14	CEFX	13112