



CORPORATION SERVICE COMPANY

February 16, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 – Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 141931-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 15, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **A.E. STALEY MANUFACTURING CO**  
2200 Eldorado Street Decatur, IL 62521

**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: **A.E. STALEY MANUFACTURING CO** covering 61 covered hopper cars with reporting marks and numbers – CEFX 76399 – CEFX 76459 - INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 22225 dated June 23, 1999 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.

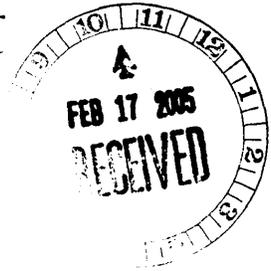
Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

RECORDATION NO. 22225-I FILED

FEB 17 '05 11-03 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15 day of November 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 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 on June 23, 1999 as 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: Joseph F. Manikowski  
Name: Sr. Vice President  
Title: JOSEPH L. MANIKOWSKI

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: [Signature]  
Name: Lynn [Signature]  
Title: Director of Transportation

RECORDATION NO. 22225-I FILED

FEB 17 '05 11-03 AM

SURFACE TRANSPORTATION BOARD

[Handwritten initials]

# Schedule A

Number of Cars		Equipment Description	
61		5,660 C.F. P.D. covered hopper car	
1	CEFX	76399	53 CEFX 76451
2	CEFX	76400	54 CEFX 76452
3	CEFX	76401	55 CEFX 76453
4	CEFX	76402	56 CEFX 76454
5	CEFX	76403	57 CEFX 76455
6	CEFX	76404	58 CEFX 76456
7	CEFX	76405	59 CEFX 76457
8	CEFX	76406	60 CEFX 76458
9	CEFX	76407	61 CEFX 76459
10	CEFX	76408	
11	CEFX	76409	
12	CEFX	76410	
13	CEFX	76411	
14	CEFX	76412	
15	CEFX	76413	
16	CEFX	76414	
17	CEFX	76415	
18	CEFX	76416	
19	CEFX	76417	
20	CEFX	76418	
21	CEFX	76419	
22	CEFX	76420	
23	CEFX	76421	
24	CEFX	76422	
25	CEFX	76423	
26	CEFX	76424	
27	CEFX	76425	
28	CEFX	76426	
29	CEFX	76427	
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32	CEFX	76430	
33	CEFX	76431	
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41	CEFX	76439	
42	CEFX	76440	
43	CEFX	76441	
44	CEFX	76442	
45	CEFX	76443	
46	CEFX	76444	
47	CEFX	76445	
48	CEFX	76446	
49	CEFX	76447	
50	CEFX	76448	
51	CEFX	76449	
52	CEFX	76450	