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RECORDATION NO. 16834-G FILED



MAR 24 '05 12:11 PM

SURFACE TRANSPORTATION BOARD

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March 23, 2005

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease, dated as of March 23, 2005 (the "Memorandum") between Citicorp Railmark, Inc., as Transferor, and Consolidated Grain and Barge Co., as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to that certain Railcar Net Leasing Agreement, dated April 10, 1990, and Rider 1 thereto dated April 10, 1990, between Citicorp Railmark, Inc., as lessor, and Louis Dreyfus Corporation, as lessee. A Memorandum of Lease Agreement with respect to the Railcar Net Leasing Agreement and Rider 1 thereto was previously filed with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on April 13, 1990 and assigned recordation number 16834.

The names and address of the parties to the enclosed Memorandum are:

- Transferor: Citicorp Railmark, Inc.
450 Mamaroneck Avenue
Harrison, NY 10528
- Transferee: Consolidated Grain and Barge Co.
2801 Bluff Road
Southwind Maritime Centre
Mt. Vernon, IN 47620-0547



Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to David Singer at DLA Piper Rudnick Gray Cary US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of March 23, 2005, between Citicorp Railmark, Inc., as Transferor, and Consolidated Grain and Barge Co., as Transferee.

Document to Which the Secondary Document Relates

Memorandum of Lease Agreement, dated April 10, 1990, between Citicorp Railmark, Inc., as lessor, and Louis Dreyfus Corporation, as lessee, which was previously filed with the Interstate Commerce Commission on April 13, 1990 and assigned recordation number 16834.

Sincerely,

DLA PIPER RUDNICK GRAY CARY US LLP

A handwritten signature in black ink that reads "David Singer".

David E. Singer

Enclosures

RECORDATION NO. 16834-6 FILED

MEMORANDUM OF ASSIGNMENT OF LEASE
MAR 24 '05 12-11 PM

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 23 day of March, 2005, is made by Citicorp Railmark, Inc., a Delaware corporation, with an address at 450 Mamaroneck Avenue, Harrison, New York 10528 (the "Transferor"), and Consolidated Grain and Barge Co., a Missouri corporation, with an address at 2801 Bluff Road, Southwind Maritime Centre, Mt. Vernon, Indiana 47620-0547 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Transferor, as lessor, and Louis Dreyfus Corporation (the "Lessee"), as lessee, previously entered into the following documents, pursuant to which Transferor leased to Lessee one hundred thirty (130) railcars identified on Schedule 1 attached hereto (the "Equipment"): (i) Railcar Net Leasing Agreement, dated April 10, 1990 (the "Lease Agreement") and (ii) Rider 1 to Railcar Net Leasing Agreement, dated April 10, 1990 ("Rider 1"). The Lease Agreement and Rider 1 are collectively referred to herein as the "Lease".

WHEREAS, Transferor and Lessee entered into a Memorandum of Lease Agreement dated as of April 10, 1990, relating to the Lease, which was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on April 13, 1990 and assigned recordation number 16834.

WHEREAS, pursuant to a Purchase Agreement dated as of March 16, 2005 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights and obligations of Transferor in, to and under the Lease arising after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

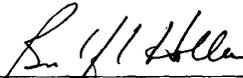
NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

[signature page to follow]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor 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 Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 
Name: BRADFORD HICKEY
Title: SENIOR VICE PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee 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 Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CONSOLIDATED GRAIN AND BARGE CO.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor 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 Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____
Name: _____
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee 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 Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CONSOLIDATED GRAIN AND BARGE CO.

By: 
Name: Richard S. Pemberton
Title: Director

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE
EQUIPMENT

One hundred thirty (130) covered hopper cars bearing the following road marks and numbers:

LDCX 21200 to LDCX 21209
LDCX 21211 to LDCX 21213
LDCX 21215 to LDCX 21220
LDCX 21222 to LDCX 21247
LDCX 21249 to LDCX 21254
LDCX 21256 to LDCX 21268
LDCX 21270 to LDCX 21278
LDCX 21280 to LDCX 21285
LDCX 21287 to LDCX 21289
LDCX 21291 to LDCX 21294
LDCX 21296 to LDCX 21306
LDCX 21308
LDCX 21310 to LDCX 21316
LDCX 21318 to LDCX 21320
LDCX 21322 to LDCX 21343