

RECORDATION NO. 24816-R FILED

MAY 02 '05

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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 2, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Lessor: NARCAT LLC
Suite R
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Bakery Feeds, a division of
Griffin Industries, Inc.
4221 Alexandria Pike
Cold Spring, Kentucky 41076

Mr. Vernon A. Williams

May 2, 2005

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A description of the railroad equipment covered by the enclosed document is:

20 open top hopper cars within the series ITGX 010101 - ITGX 010125 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 8th day of March, 2005, by and between NARCAT LLC, an Delaware corporation, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Bakery Feeds, a division of Griffin Industries, Inc., a Kentucky corporation, having its principal place of business at 4221 Alexandria Pike, Cold Spring, Kentucky 41076 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Lease Agreement dated March 8, 2005 (the "Master Lease"), and Rider Deal #C00737 dated as of March 8, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee twenty (20) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting April 1, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

GRIFFIN INDUSTRIES

By: William Reagor
William Reagor, President
Bakery Feeds Division

Date: _____

STATE OF Kentucky)

COUNTY OF Campbell) SS:

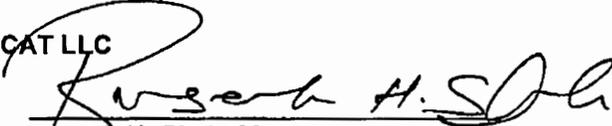
The foregoing instrument was acknowledged before me this 4 day of March, 2005 by William Reagor, the President, Bakery Feeds Division of Griffin Industries, Inc., a Kentucky corporation, on behalf of the corporation.

Margaret Weinel
Notary Public
MARGARET M. WEINEL
Notary Public, Kentucky State at Large
My Commission Expires Sept. 3, 2008

Lessor:

NARCAT LLC

By:


Rasesh H. Shah, Manager

Date:

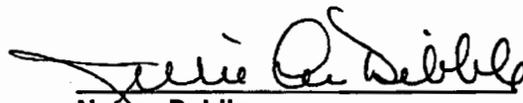
3/8/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 8th day of March, 2005, by Rasesh H. Shah, the Manager of NARCAT LLC, on behalf of the company.




Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT "A"	
BAKERY FEEDS, a division of GRIFFIN INDUSTRIES, INC. 20 Open Top Hoppers Deal #C00737	
1	ITGX010101
2	ITGX010102
3	ITGX010103
4	ITGX010106
5	ITGX010107
6	ITGX010109
7	ITGX010110
8	ITGX010113
9	ITGX010115
10	ITGX010118
11	ITGX010119
12	ITGX010122
13	ITGX010123
14	ITGX010124
15	ITGX010125
16	ITGX010127
17	ITGX010128
18	ITGX010131
19	ITGX010132
20	ITGX010133

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: May 2, 2005



Robert W. Alvord