



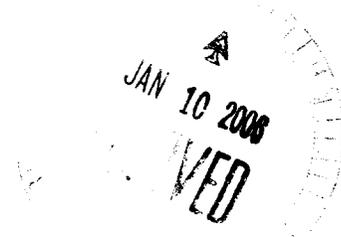
CORPORATION SERVICE COMPANY

RECORDATION NO. 20996-V FILED

JAN 10 '06

4-29 PM

SURFACE TRANSPORTATION BOARD



Monday, January 09, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 149247-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of JUNE 23, 2005 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: **Cargill, Incorporated**
PO Box 9300 MS 78
Minneapolis, MN 55440

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: **Cargill, Incorporated** COVERING 46-50' PLATE C 12' PLUG DOOR BOXCAR CEFX501219-CEFX501364 AS FURTHER DESCRIBED ON THE ATTACHED SCHEDULE A.-NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #20996-A dated 10/14/1998 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of June, 2005, 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 CARGILL, INCORPORATED., a Delaware corporation, with an address at PO Box 9300, MS 78, , Minneapolis, MN 55440-9300 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

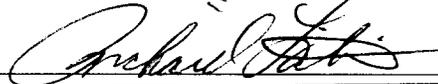
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 8, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 14, 1998 as recordation number 20996-A.

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.

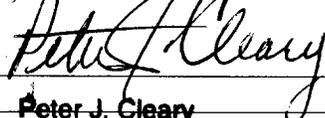
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

RECORDATION NO. 20996-V FILED
JAN 10 '06 4-29 PM
SURFACE TRANSPORTATION BOARD

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.

CARGILL, INCORPORATED

By: 
Name: Peter J. Cleary
Title: Corporate Rail Fleet Manager

Schedule A

Number of Cars

Equipment Description

46 50' Plate C 12' plug door boxcar

1	CEFX	501219
2	CEFX	501222
3	CEFX	501228
4	CEFX	501229
5	CEFX	501230
6	CEFX	501235
7	CEFX	501239
8	CEFX	501241
9	CEFX	501242
10	CEFX	501243
11	CEFX	501246
12	CEFX	501247
13	CEFX	501250
14	CEFX	501252
15	CEFX	501254
16	CEFX	501255
17	CEFX	501256
18	CEFX	501257
19	CEFX	501259
20	CEFX	501260
21	CEFX	501262
22	CEFX	501269
23	CEFX	501270
24	CEFX	501272
25	CEFX	501275
26	CEFX	501277
27	CEFX	501278
28	CEFX	501291
29	CEFX	501299
30	CEFX	501300
31	CEFX	501302
32	CEFX	501307
33	CEFX	501319
34	CEFX	501320
35	CEFX	501322
36	CEFX	501326
37	CEFX	501331
38	CEFX	501334
39	CEFX	501335
40	CEFX	501343
41	CEFX	501347
42	CEFX	501348
43	CEFX	501352
44	CEFX	501357
45	CEFX	501362
46	CEFX	501364