



CORPORATION SERVICE COMPANY

RECORDATION NO. 23616-B FILED

APR 12 '06

2-23 PM

SURFACE TRANSPORTATION BOARD



March 7, 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: 150897-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 12, 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: **Bakery Feeds, a Division of 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: **Bakery Feeds, a Division of Griffin Industries, Inc** covering 28-50' Plate F 8' double plug boxcar (502805/502869) as further described on the attached Schedule A.—NON INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #23616 dated 08/15/01 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 12 day of ~~SEPTEMBER~~ 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 BAKERY FEEDS, a Division of 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 June 7, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 15, 2001 as recordation number 23616.

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: William P. O'Brien
Name: William P. O'Brien
Title: 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.

BAKERY FEEDS, a Division of GRIFFIN INDUSTRIES, INC.

By: Bill Reason
Name: Bill Reason
Title: PRESIDENT OF BAKERY FEEDS

Schedule A

Number of Cars

Equipment Description

28 50' Plate F 8' double plug boxcar

1	CEFX	502805
2	CEFX	502806
3	CEFX	502811
4	CEFX	502814
5	CEFX	502815
6	CEFX	502816
7	CEFX	502819
8	CEFX	502822
9	CEFX	502823
10	CEFX	502824
11	CEFX	502825
12	CEFX	502828
13	CEFX	502829
14	CEFX	502838
15	CEFX	502841
16	CEFX	502843
17	CEFX	502845
18	CEFX	502846
19	CEFX	502848
20	CEFX	502850
21	CEFX	502856
22	CEFX	502859
23	CEFX	502861
24	CEFX	502862
25	CEFX	502863
26	CEFX	502865
27	CEFX	502868
28	CEFX	502869