



CORPORATION SERVICE COMPANY

RECORDATION NO. 23571-A FILED

SEP 07 '06

11-37 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

1-800-927-9801 Ext 3813  
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea Ext 3813

Date: September 6, 2006

Order#: 356156/005

Re: CEFX10100-CEFX13710 CENTRAL STATES ENTERPRISES INC

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 09/22/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Lessor:  
The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20th Floor  
New York, NY 10036

Lessee:  
Central States Enterprises, Inc.  
300 International Pkwy, Suite 150  
Heathrow, FL 32746



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with his paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30<sup>TH</sup> 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 CENTRAL STATES ENTERPRISES, INC., an Indiana corporation, with an address at 300 International Pkwy, Suite 150, Heathrow, FL 32746 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

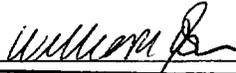
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 20, 2001 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on July 23, 2001 as recordation number 23571.

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: 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.

CENTRAL STATES ENTERPRISES, INC.

By:   
Name: KEN Cynla  
Title: Exec. V.P.

# Schedule A

## Number of Cars

## Equipment Description

Number of Cars			Equipment Description		
71	1,150 C.F. covered hopper car with gravity gates and trough hatches				
1	CEFX	10100	53	CEFX	12199
2	CEFX	10106	54	CEFX	12208
3	CEFX	10108	55	CEFX	12210
4	CEFX	10109	56	CEFX	12213
5	CEFX	10112	57	CEFX	12215
6	CEFX	10113	58	CEFX	12217
7	CEFX	10114	59	CEFX	12224
8	CEFX	10117	60	CEFX	12228
9	CEFX	10129	61	CEFX	12230
10	CEFX	10133	62	CEFX	12235
11	CEFX	10135	63	CEFX	12240
12	CEFX	10139	64	CEFX	12247
13	CEFX	10145	65	CEFX	12249
14	CEFX	10152	66	CEFX	12250
15	CEFX	10153	67	CEFX	12252
16	CEFX	10154	68	CEFX	12358
17	CEFX	10158	69	CEFX	12658
18	CEFX	10159	70	CEFX	13627
19	CEFX	10165	71	CEFX	13710
20	CEFX	10169			
21	CEFX	10170			
22	CEFX	10176			
23	CEFX	10177			
24	CEFX	10178			
25	CEFX	10183			
26	CEFX	10196			
27	CEFX	10197			
28	CEFX	10201			
29	CEFX	10203			
30	CEFX	10205			
31	CEFX	10206			
32	CEFX	10668			
33	CEFX	12126			
34	CEFX	12133			
35	CEFX	12135			
36	CEFX	12141			
37	CEFX	12150			
38	CEFX	12156			
39	CEFX	12160			
40	CEFX	12164			
41	CEFX	12167			
42	CEFX	12170			
43	CEFX	12171			
44	CEFX	12172			
45	CEFX	12173			
46	CEFX	12175			
47	CEFX	12176			
48	CEFX	12178			
49	CEFX	12183			
50	CEFX	12184			
51	CEFX	12193			
52	CEFX	12197			