



CORPORATION SERVICE COMPANY

RECORDATION NO. 20998-J FILED

FEB 20 '07

3-57 PM

SURFACE TRANSPORTATION BOARD

February 13, 2007

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street NW Suite 70
Washington, DC 20423
202-565-1656

RE: 755133/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 02/21/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Consolidated Grain & Barge Company
PO Box 548, 2801 Bluff Road
Mount Vernon, IN 47620

Lessor:

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

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th 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 CONSOLIDATED GRAIN & BARGE COMPANY, a Missouri corporation, with an address at P.O. Box 548, 2801 Bluff Road, Mount Vernon, IN 47620-0548 (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 21, 1997 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on November 13, 1997 and given recordation number 20998.

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 O'Brien
Name: WILLIAM 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.

CONSOLIDATED GRAIN & BARGE COMPANY

By: Charles Threlkeld
Name: CHARLES THRELKELD
Title: GM TRANSPORTATION

Schedule A

Number of Cars

Equipment Description

Number of Cars	Equipment Description				
90	5,250 C.F. covered hopper car with gravity gates and trough hatches				
1	CEFX	11231	53	CEFX	12283
2	CEFX	11232	54	CEFX	12284
3	CEFX	11233	55	CEFX	12290
4	CEFX	11235	56	CEFX	12295
5	CEFX	11237	57	CEFX	12296
6	CEFX	11238	58	CEFX	12299
7	CEFX	11240	59	CEFX	12303
8	CEFX	11241	60	CEFX	12306
9	CEFX	11242	61	CEFX	12310
10	CEFX	12122	62	CEFX	12312
11	CEFX	12129	63	CEFX	12317
12	CEFX	12130	64	CEFX	12318
13	CEFX	12137	65	CEFX	12327
14	CEFX	12139	66	CEFX	12331
15	CEFX	12142	67	CEFX	12332
16	CEFX	12146	68	CEFX	12333
17	CEFX	12147	69	CEFX	12334
18	CEFX	12148	70	CEFX	12335
19	CEFX	12151	71	CEFX	12339
20	CEFX	12152	72	CEFX	12340
21	CEFX	12154	73	CEFX	12341
22	CEFX	12159	74	CEFX	12342
23	CEFX	12162	75	CEFX	12343
24	CEFX	12163	76	CEFX	12345
25	CEFX	12166	77	CEFX	12354
26	CEFX	12168	78	CEFX	12362
27	CEFX	12180	79	CEFX	12363
28	CEFX	12191	80	CEFX	12370
29	CEFX	12195	81	CEFX	12371
30	CEFX	12196	82	CEFX	12373
31	CEFX	12198	83	CEFX	12374
32	CEFX	12204	84	CEFX	12376
33	CEFX	12206	85	CEFX	12381
34	CEFX	12207	86	CEFX	12382
35	CEFX	12209	87	CEFX	12383
36	CEFX	12214	88	CEFX	12386
37	CEFX	12218	89	CEFX	12398
38	CEFX	12229	90	CEFX	12399
39	CEFX	12232			
40	CEFX	12233			
41	CEFX	12241			
42	CEFX	12245			
43	CEFX	12246			
44	CEFX	12248			
45	CEFX	12257			
46	CEFX	12264			
47	CEFX	12266			
48	CEFX	12267			
49	CEFX	12269			
50	CEFX	12274			
51	CEFX	12277			
52	CEFX	12279			