



CORPORATION SERVICE COMPANY

RECORDATION NO. 20996W FILED

APR 26 '07

4-40 PM

SURFACE TRANSPORTATION BOARD

April 25, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 866629/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/04/2007

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

Special instructions:

Lessee:

Cargill Incorporated
PO Box 9300 MS 78
Minneapolis, MN 55440

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 21st day of March, 2006 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 14, 1998 and given Recordation Number 20996-A.

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

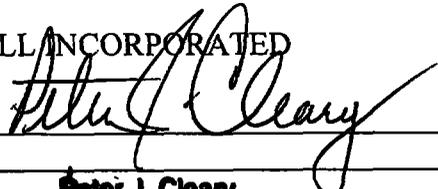
RECORDATION NO. 20996W FILED

APR 26 '07 4-40 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

53 50' Plate C 16' double sliding door boxcar

1	CEFX	500591	53	CEFX	501150
2	CEFX	500592			
3	CEFX	500593			
4	CEFX	500594			
5	CEFX	500595			
6	CEFX	500596			
7	CEFX	500597			
8	CEFX	500598			
9	CEFX	500599			
10	CEFX	500600			
11	CEFX	500601			
12	CEFX	500602			
13	CEFX	500603			
14	CEFX	500604			
15	CEFX	500605			
16	CEFX	500606			
17	CEFX	500607			
18	CEFX	500608			
19	CEFX	500609			
20	CEFX	500610			
21	CEFX	500611			
22	CEFX	500612			
23	CEFX	500613			
24	CEFX	500614			
25	CEFX	500615			
26	CEFX	500616			
27	CEFX	500617			
28	CEFX	500618			
29	CEFX	500620			
30	CEFX	500621			
31	CEFX	500622			
32	CEFX	500623			
33	CEFX	500624			
34	CEFX	500625			
35	CEFX	500626			
36	CEFX	500627			
37	CEFX	500628			
38	CEFX	500629			
39	CEFX	500630			
40	CEFX	500631			
41	CEFX	500632			
42	CEFX	500633			
43	CEFX	500635			
44	CEFX	500636			
45	CEFX	501133			
46	CEFX	501135			
47	CEFX	501137			
48	CEFX	501138			
49	CEFX	501143			
50	CEFX	501144			
51	CEFX	501145			
52	CEFX	501146			