



CORPORATION SERVICE COMPANY

RECORDATION NO. 20996-X FILED

MAY 16 '07

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SURFACE TRANSPORTATION BOARD



May 15, 2007

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

RE: 895319/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 05/25/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$35.00 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, MS78  
Minneapolis, MN 55440

Lessor:

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20<sup>th</sup> 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 21<sup>st</sup> 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

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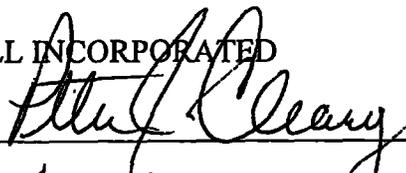
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SURFACE TRANSPORTATION BOARD

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
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

53 CEFX 501150