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August 18, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. **22727-A** FILED
AUG 22 '00 3-57 PM
7s
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Lease Extension** dated as of May 24, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: FEED INGREDIENT TRADING CORPORATION
278 Delaware Avenue, Delmar, NY 12054

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: FEED INGREDIENT TRADING CORPORATION covering 37 5150 C.F. covered hopper railcars with reporting marks and numbers – CEFX 11976-12012

Please file this memorandum as a secondary document to Memorandum of Railcar Lease dated January 20, 2000 as Recordation Number 22727 with Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of May, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor") and, Feed Ingredient Trading Corporation, a New York corporation, with an address at 278 Delaware Avenue, Delmar, New York 12054, (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 Lease Extension Certificate (the "Certificate") dated as of May 24, 2000, covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of November 5, 1999 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on January 20, 2000 as recordation number 22727.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, 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: *Richard M. [Signature]*
Name: _____
Title: V.P.

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.

FEED INGREDIENT TRADING CORPORATION

By: *Richard E. Casler*
Name: RICHARD E. CASLER
Title: President

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

<u>Number of Cars and Car Description</u>	<u>Car Mark and Numbers</u>
(37) 5150 c.f. covered hopper railcars equipped with gravity gates and hatch covers.	CEFX 11976-12012