

June 2, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: AGRI01003

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as May 4, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Agridyne, L.L.C
 2700 W. Lawrence Ave.
 Suite 1
 Springfield, IL 62704

Lessor: CIT Railcar Funding, LLC
 30 South Wacker Drive, Suite 2900
 Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CTCX 225193 through CTCX 725227 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosures

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14th day of May, 2014, is made by CIT Railcar Funding Company, LLC, a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and AGRIDYNE, L.L.C., an Illinois limited liability company, with an address at 2700 W. Lawrence Ave., Suite 1, Springfield, Illinois 62704 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

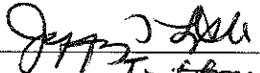
WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Agreement") dated as of January 7, 2008. Pursuant to the Agreement, Lessor and Lessee entered into Schedule No. 3 thereto dated as of November 25, 2008, (as amended by Amendment No. 01 dated as of April 11, 2014, the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

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.

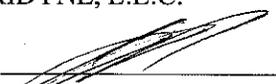
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

Lessor:
CIT RAILCAR FUNDING COMPANY, LLC
By: THE CIT GROUP/EQUIPMENT FINANCING, INC., as Manager

By: 
Name: Jeffrey T Lytle
Title: SVP

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.

Lessee:
AGRIDYNE, L.L.C.

By: 
Name: _____
Title: President

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
42	25,500 gallon capacity tank cars, exterior coiled, insulated	CITX	225193
		CITX	225198
		CITX	225199
		CITX	225200
		CITX	225202
		CITX	225205
		CITX	225206
		CITX	225209
		CITX	225210
		CITX	225211
		CITX	225215
		CITX	225216
		CITX	225218
		CTCX	725031
		CTCX	725045
		CTCX	725055
		CTCX	725062
		CTCX	725063
		CTCX	725067
		CTCX	725070
		CTCX	725071
		CTCX	725072
		CTCX	725073
		CTCX	725074
		CTCX	725075
		CTCX	725076
		CTCX	725077
		CTCX	725078
		CTCX	725081
		CTCX	725143
		CTCX	725144
		CTCX	725147
		CTCX	725149
		CTCX	725151
		CTCX	725152
		CTCX	725153
		CTCX	725154
		CTCX	725156
		CTCX	725224
		CTCX	725225
		CTCX	725226
		CTCX	725227