



LEXIS Document Services

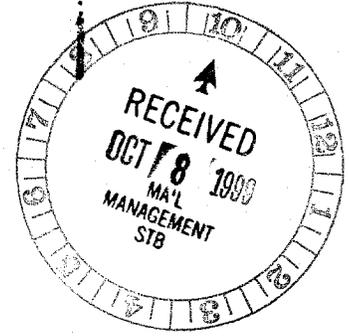
A member of the Reed-Elsevier group
October 6, 1999

RECORDATION 22482 FILED

OCT 19 99

3-00PM

Taleda Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423



Dear Taleda,

Enclosed are three (3) originals of the Memorandum of Railcar lease dated 8/4/99 between the following parties: This is a primary document.

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC

Lessee: O'MALLEY GRAIN, INC

The equipment involved in this transaction is as follows:

Equipment: 3-4750 COVERED HOPPER RAILCARS

Please file this Memorandum and return TWO (2) stamped original to my attention. A check covering the filing fee of \$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

22482

RECORDATION NO. 22482 FILED

OCT 19 '99

3-00PM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4 day of August, 1999, 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 O'Malley Grain Inc., a IL corporation, with an address at P.O. Box 128, US West Hwy 6, Fairmont, NE 68354 (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 8-4-99 covering the equipment listed on Schedule A hereto (the "Equipment");

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.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Janice M Wickham
Name: JANICE M Wickham
Title: Assistant Vice President

O'MALLEY GRAIN INC.

By: James L Thomas
Name: JAMES L Thomas
Title: Executive VP

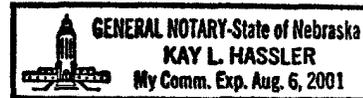
STATE OF NEBRASKA
COUNTY OF Fillmore

SS:

On this 4th day of August, 1999 before me personally appears JAMES L. THOMAS, to me personally known, who by me duly sworn, says that he/she is the Executive Vice President of O'MALLEY GRAIN INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Kay L Hassler
Notary Public



[SEAL]

My Commission expires: August 6, 2001

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 13th day of August, 1999 before me personally appears JANICE M. WICKHAM, to me personally known, who by me duly sworn, says that he/she is the Asst Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2000

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
5	4750 c.f. covered hopper railcars	GRPX 944522, 944472, 944438, 944323, 944296

OCT 19 '99

3-00PM

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THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4 day of August, 1999, 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 O'Malley Grain Inc., a IL corporation, with an address at P.O. Box 128, US West Hwy 6, Fairmont, NE 68354 (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 8-4-99 covering the equipment listed on Schedule A hereto (the "Equipment");

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.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Jamie M Wickham
Name: JANICE M Wickham
Title: Assistant Vice President

O'MALLEY GRAIN INC.

By: James L Thomas
Name: JAMES L Thomas
Title: Executive VP

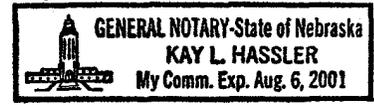
STATE OF NEBRASKA

) SS:
COUNTY OF Fillmore

On this 4th day of August, 1999 before me personally appears JAMES L THOMAS, to me personally known, who by me duly sworn, says that he/she is the Executive Vice President of O'MALLEY GRAIN INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Kay L Hassler
Notary Public



[SEAL]

My Commission expires: August 6, 2001

STATE OF NEW YORK)

) SS:
COUNTY OF NEW YORK)

On this 13th day of August, 1999 before me personally appears JANICE M. WICKHAM, to me personally known, who by me duly sworn, says that he/she is the Asst Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2000

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
5	4750 c.f. covered hopper railcars	GRPX 944522, 944472, 944438, 944323, 944296