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December 30, 2014

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Rider 17 to Full Service Lease Agreement dated as of 2/16/11

Lessor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Lessee: General Mills Operations, Inc.  
1 General Mills Boulevard  
Minneapolis, MN 55426

Equipment: 42, Railcars  
MWCX 500025-500134 NI

Please record this agreement as a primary document. The filing fee of \$43 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF RIDER 17 TO FULL SERVICE LEASE AGREEMENT**

between

**MIDWEST RAILCAR CORPORATION**

as Lessor

and

**GENERAL MILLS OPERATIONS, INC.**

as Lessee

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MEMORANDUM OF RIDER 17 TO FULL SERVICE LEASE AGREEMENT

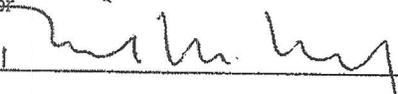
THIS MEMORANDUM OF RIDER 17 TO FULL SERVICE LEASE AGREEMENT is effective as of February 16, 2011 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 17 dated February 16, 2011 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Rider 17.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider 17 to Full Service Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

Lessor

By: 

Printed

Name: Richard M. Murphy

Title: President & CEO

Date: 4-4-11

GENERAL MILLS OPERATIONS, INC.

Lessee

By: 

Printed

Name: PAUL SUTTON

Title: Rail Ops Mgr

Date: 3/31/11

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 4<sup>th</sup> day of April, 2011 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President & CEO of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on April 4, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karyn J. Ward  
Notary Public

[Notarial Seal]

My commission expires: 5/13/14



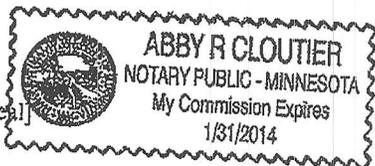
STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 31<sup>st</sup> day of March, 2011 before me appeared, Paul Sutton, to me personally known, who being by me duly sworn, says that he is a employee, of GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation, that said instrument was signed and sealed on March 31, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

abby R Cloutier  
Notary Public

[Notarial Seal]

My commission expires: 1/31/2014



**EXHIBIT A**  
**DESCRIPTION OF RAILCARS**

Forty-Two (42) Railcars with the following reporting marks and numbers:

<u>Car Mark &amp; Number</u>	<u>Car Mark &amp; Number</u>
MWCX 500025	MWCX 500046
MWCX 500026	MWCX 500047
MWCX 500027	MWCX 500048
MWCX 500028	MWCX 500049
MWCX 500029	MWCX 500050
MWCX 500030	MWCX 500051
MWCX 500031	MWCX 500052
MWCX 500032	MWCX 500053
MWCX 500033	MWCX 500054
MWCX 500034	MWCX 500055
MWCX 500035	MWCX 500056
MWCX 500036	MWCX 500057
MWCX 500037	MWCX 500058
MWCX 500038	MWCX 500106
MWCX 500039	MWCX 500107
MWCX 500040	MWCX 500108
MWCX 500041	MWCX 500109
MWCX 500042	MWCX 500130
MWCX 500043	MWCX 500131
MWCX 500044	MWCX 500133
MWCX 500045	MWCX 500134