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June 15, 1999

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

RECORDATION NO. 22088-A FILED

JUN 16 '99

10-00AM

Dear Janice,

Enclosed are three (3) originals of the Memorandum of Railcar Lease Agreement dated as of May 7, 1999, which is intended to evidence #22088 dated as of March 8, 1999 between the following parties: This is a secondary document.

Lessor: CIT Group/ Equipment Financing Inc

Lessee: General Mills Operations Inc

The equipment involved in this transaction is as follows:

Equipment: 5 5230 c.f. Pressure Differential

Please file this Memorandum as a supplementary document to Recordation No. 22088 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

MEMORANDUM OF RAILCAR LEASE

JUN 16 '99

10-00AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7th day of May, 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 General Mills Operations, Inc., a Delaware corporation, with an address at Number One General Mills Boulevard, Minneapolis, MN 55426 (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 March 8, 1999 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on March 29, 1999 as Recordation No. 22088.

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: Name: Lawrence E. LittlefieldTitle: Vice President

GENERAL MILLS OPERATIONS, INC.

By:  WJSName: William D. StrackTitle: Dir Transportation

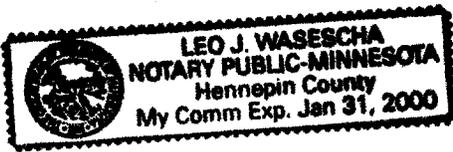
Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
5	5230 c.f. Pressure Differential covered hopper railcars	CEFX 75160 CEFX 75161 CEFX 75293 CEFX 75295 CEFX 75297

STATE OF)
) SS:
COUNTY OF)

On this 4th day of June, 1999 before me personally appears William O Strack, to me personally known, who by me duly sworn, says that he/she is the Director of GENERAL MILLS OPERATIONS, 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.



[SEAL]

[Signature]
Notary Public

My Commission expires:

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

On this 7th day of May, 1999 before me personally appears LAWRENCE LITTLEHEAD, to me personally known, who by me duly sworn, says that he/~~she~~ is the 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.

[Signature]
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