



0100608013

The David J. Joseph Company

April 21, 1995 . . . 19374

RECEIVED
MAY 21 10 00 AM '95

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease Agreement dated as of March 17, 1995 between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Cargill, Incorporated
P.O. Box 5703, MS 3
Minneapolis, MN 55400-5703

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/27/95

Office Of The Secretary

Julia R. Jones
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/27/95 at 10:10AM , and assigned recordation number(s). 19374.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100603013)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF
LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT ("Memorandum of Lease") made as of March 17, 1995 is intended to evidence the Lease Agreement dated as of March 15, 1995 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation (the "Lessor"), and CARGILL, INCORPORATED, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the fifty (50) railcars more fully described in Exhibit A, attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

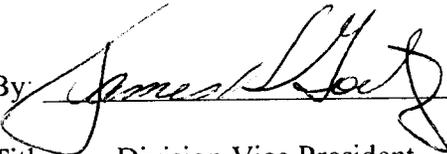
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

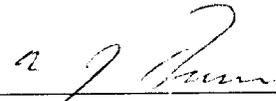
LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

CARGILL, INCORPORATED

By: 
Title: Division Vice President

By: 
Title: 

Date: March 17, 1995

Date: 3/27/95

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this
17th day of March 1995, by
James H. Gert, the Division Vice President of The
David J. Joseph Company, a Delaware corporation, on behalf
of the corporation.

Katrina Shaw
Notary Public
My Commission Expires 1-1-1997

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this
28 day of March, 1995, by
William J. Burns, the Vice President of
Cargill Grain Division a Delaware corporation, on behalf of
the corporation.

Amy L. Sakayan
Notary Public

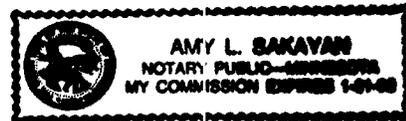


EXHIBIT A

DESCRIPTION OF UNITS

Fifty (50) railcars bearing the reporting marks as follows:

SAMX 11186 - SAMX 11235, inclusive