

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

VIA FEDERAL EXPRESS



RECORDATION NO. 21822 FILED

December 1, 1998

DEC 2 '98

2-21 PM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated October 29, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: ATEL Leasing Corporation  
235 Pine Street, 6<sup>th</sup> Floor  
San Francisco, California 94104

Lessee: Riceland Foods  
2120 South Park Avenue  
Stuttgart, Arkansas 72160

Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulsky  
Manager - Documents Administration

Enclosures

(RICE002)

ASSIGN: RICE002

DEC 2 '98

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of October, 1998, by and among ATEL Leasing Corporation, a California corporation, as Lessor ("Lessor") and owner of the railcars described in more particular on Exhibit A attached hereto (the "Railcars"), First Union Rail Corporation, a North Carolina corporation, as Manager, acting in its capacity as independent contractor ("Manager"), and Riceland Food, Inc., an Arkansas corporation, as Lessee ("Lessee").

WITNESSETH:

The Manager has assigned that certain Lease Agreement dated as of April 11, 1988, pursuant to that certain Assignment and Assumption Agreement dated as of December 30, 1997, between Lessor and Manager, whereby Lessor will lease certain Railcars to Lessee effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION, AS  
MANAGER FOR  
ATEL LEASING CORPORATION

By: [Signature]

Name: JACK THOMAS  
President

Title: \_\_\_\_\_

ATTEST:

By: [Signature]

Name: Michelle Berg

Title: Office Manager

Executed on this 29 day of October, 1998.

[CORPORATE SEAL]

STATE OF Illinois

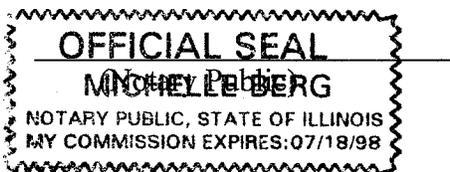
COUNTY OF COOK

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24 day of October, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

RICELAND FOODS, INC.

By: GA Delatte <sup>ml</sup> <sub>AB</sub>

Name: GA Delatte

Title: Vice President

ATTEST:

By: Mike Wylie

Name: Mike Wylie

Title: GTM

Executed on this 9 day of October, 1998.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Arkansas

I, Carolyn Moore, a Notary Public in and for said state and county, certify that GA DellaHe personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9 day of October, 1998.

Carolyn Moore  
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES  
DEC 1, 2005  
(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Car Numbers**

**GROX 002098**  
**GROX 005012**  
**GROX 005070**  
**GROX 005071**  
**GROX 005077**  
**GROX 005079**  
**GROX 015020**