



RECEIVED  
SURFACE TRANSPORTATION  
BOARD

OCT 16 10 57 AM '97

NorRail<sup>®</sup>, Inc.  
Buying, Selling, Leasing  
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

October 9, 1997

RECORDATION NO. 2094 FILED

OCT 16 '97 10-57AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 30, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

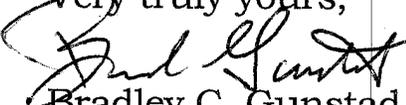
The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.  
308 - 12th Avenue South  
Buffalo, MN 55313  
Phone: 612-557-0215

Lessee: Cereal Food Processors Inc.  
2001 Shawnee Mission Parkway  
Mission Woods, KS 66205  
Phone: 913-890-6300

The Memorandum of Railcar Lease Agreement covers 5 - 5125 Cu. Ft. Pressure Differential Covered Hopper Railcars which are identified in Exhibit A to the Memorandum of Railcar Lease Agreement. Enclosed is our check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,

  
Bradley C. Gunstad  
General Counsel  
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

RECORDATION NO. 20941 FILED

OCT 16 '97 10-57AM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 30, 1997 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Cereal Food Processors, Inc., a Kansas Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1749 dated September 30, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the five (5) new 5125 Cu. Ft. Pressure Differential Covered Hopper Railcars bearing the reporting marks and road numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

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

Lessee: NORRAIL, INC.

Lessor: CEREAL FOOD PROCESSORS, INC.

By: [Signature]

By: J. Bruce Barton

Its: [Signature]

Its: Executive Vice President

By: Russell J. Adams

By: Gerald P. Corkle

Its: Vice President

Its: Sr VP Transportation

**EXHIBIT A TO**  
**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

<u>No.</u>	<u>Railcar Mark/Number</u>
1.	NRLX051306
2.	NRLX051307
3.	NRLX051308
4.	NRLX051309
5.	NRLX051310

STATE OF KANSAS, COUNTY OF JOHNSON TO WIT:

On this 30th day of September, 1997 before me personally appeared, J BRECK BARTON and GERALD P CORKLE, to me personally known, who being by me duly sworn, says that they are the EXECUTIVE V. P. and SR V. P. TRANSPORT, respectively of Cereal Food Processors, Inc., a Kansas Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

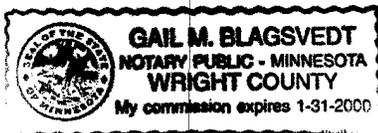
Patricia A. Quinn  
Notary Public

My commission expires: 2/10/99

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30 day of September, 1997 before me personally appeared, Robert D. Johnson and Russell S. Adams, to me personally known, who being by me duly sworn, says that they are the President and Vice President, respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt  
Notary Public

My commission expires: 1-31-2000