

**First Union Rail Corporation**

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

RECORDATION NO. 21183 FILED

JAN 27 '98

11-44 AM



January 26, 1998

VIA FEDERAL EXPRESS

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 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 two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 1, 1997, 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: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Amber Milling  
1667 North Snelling Avenue  
St. Paul, MN 55164

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 \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

Kathy Dombrowski  
Manager-Documentation

Enclosures  
(AMMI006/007/008)

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JAN 27 11 44 AM '98

ASSIGN: AMMI006/007/008

RECORDATION NO. 21183 FILED

**MEMORANDUM OF LEASE**

JAN 27 '98

11-44AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1<sup>st</sup> day of August, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Amber Milling Company ("Lessee").

**W I T N E S S E T H:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, 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

By: *Jack Thomas*

Name: \_\_\_\_\_

Title: **JACK THOMAS**  
**President**

ATTEST:

By: *Michelle Berg*

Name: *Michelle Berg*

Title: *Office Manager*

Executed on this 2<sup>nd</sup> day of January, 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 2<sup>nd</sup> day of January, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

AMBER MILLING COMPANY

By: Patrick E. Jacoby

Name: Patrick E. Jacoby

Title: Vice President, Amber Milling Company

ATTEST: Bob Milske

By: BOB MILSKE

Name: BOB MILSKE

Title: CONTROLLER Executed on this 23rd day of Dec., 1997.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Ramsey

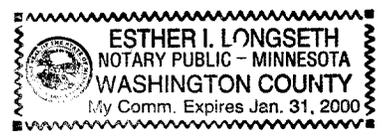
I, Esther I. Longseth, a Notary Public in and for said state and county, certify that Patrick Jacoby and Bob Milske personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of December, 1997.

Esther I. Longseth  
Notary Public

My Commission Expires: 11/31/2000

Esther I. Longseth  
(Notary Public)



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

**Thirty-four Covered Hopper Railcars**

**Car Numbers**

**FURX 000031**  
**FURX 000037**  
**FURX 000042**  
**RUSX 012012**  
**RUSX 012015**  
**RUSX 012035**  
**RUSX 012071**  
**RUSX 012089**  
**RUSX 012113**  
**RUSX 012128**  
**RUSX 012137**  
**RUSX 012148**  
**RUSX 012156**  
**RUSX 012174**  
**RUSX 012181**

(AMMI006)

**GROX 020102**  
**GROX 020105**  
**GROX 020106**  
**GROX 020107**  
**GROX 020110**  
**GROX 020111**  
**GROX 020112**  
**GROX 020113**  
**GROX 020114**  
**GROX 020153**

(AMMI007)

**FURX 890828**  
**FURX 890833**  
**FURX 890838**  
**FURX 890839**  
**FURX 890841**  
**FURX 890842**  
**FURX 890943**  
**FURX 890846**  
**FURX 890855**

(AMMI008)