

RECORDATION NO. 21234-A FILED

NOV 13 '98

10-36 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 13, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of July 31, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Lease Agreement which was previously filed with the Board under Recordation Number 21234.

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

Lessor: NorRail, Inc.  
308 12<sup>th</sup> Avenue South  
Buffalo, Minnesota 55313

Lessee: Cereal Food Processors, Inc.  
2001 Shawnee Mission Pkwy  
Mission Woods, Kansas 66205

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) railcars bearing NRLX reporting marks and road numbers 056209 through 056258, inclusive

*Counterparts - [Signature]*

NOV 13 10 36 AM '98  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
November 13, 1998  
Page 2

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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures

21234-A

MEMORANDUM OF RAILCAR LEASE AGREEMENT FILED

NOV 13 '98 10:36 AM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of July 31, 1998 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. 3 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the fifty (50) new Power Flo II 5650 Cu. Ft. Pressure Differential Covered Hopper Railcars bearing the reporting marks and numbers NRLX056209 through NRLX056258, inclusive, 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.  
 By: [Signature]  
 Its: V.P. SALAS  
 By: [Signature]  
 Its: Bradley C. Gunstad  
Vice President & General Counsel

Lessor: CEREAL FOOD PROCESSORS, INC.  
 By: [Signature]  
 Its: Si. V.P. Transportation  
 By: \_\_\_\_\_  
 Its: \_\_\_\_\_

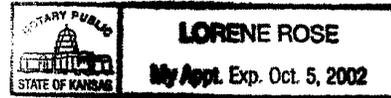
STATE OF KANSAS, COUNTY OF JOHNSON TO WIT:

On this 9<sup>th</sup> day of ~~July~~ <sup>November</sup>, 1998 before me personally appeared, G.P. Cackle and \_\_\_\_\_, to me personally known, who being by me duly sworn, says that they are the Sc VP Transportation and \_\_\_\_\_, 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)

Lorene Rose  
Notary Public

My commission expires: 10-5-2002



STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 11<sup>th</sup> day of ~~July~~ <sup>Nov.</sup>, 1998 before me personally appeared, L Lee Struble and Bradley C. Hunstad, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. + General Counsel, 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