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RECORDATION NO. 18624 FILED 1425

0100075048

December 27, 1993

DEC 27 1993 -3 40 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18624 FILED 1425

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 27 1993 -3 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two executed copies each of the following: (1) a Memorandum of Car Leasing Agreement, dated as of December 27, 1993, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177; and (2) an Assignment of Rents and Leases, dated as of December 27, 1993, a secondary document related thereto.

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

Memorandum of Car Leasing Agreement

Lessor:	Residual Based Finance Corporation Three First National Plaza, Suite 1240 Chicago, Illinois 60602
Lessee:	General Mills, Inc. One General Mills Boulevard Minneapolis, Minnesota 55426

Edward M. Lewis

Conrad

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Assignment of Rents and Leases

Assignor: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, Illinois 60602

Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

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

Ninety-six (96) covered hopper cars having road marks and numbers OFCX 600 through 699 (excluding 615, 650, 679 and 685) formerly marked FLIX and numbered 600 through 699 (excluding 615, 650, 679 and 685).

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

No. 1193 P. 2/4
RECORDATION NO. **18624** FILED 1425

MEMORANDUM OF CAR LEASING AGREEMENT

DEC 27 1993 -3 40 PM
INTERSTATE COMMERCE COMMISSION

This MEMORANDUM OF CAR LEASING AGREEMENT (this "Rider") dated as of the 27 day of December, 1993, between Residual Based Finance Corporation ("RESIDCO"), and General Mills, Inc. ("Lessee").

RECITALS:

A. RESIDCO and Lessee entered into that certain Car Leasing Agreement dated as of October 6, 1993, between RESIDCO and Lessee (as amended, modified or supplemented from time to time, the "Lease").

B. The railcars subject to the Lease are more fully described on Exhibit A hereto (the "Cars").

C. The parties desire to confirm the lease of the Cars on the terms set forth in the Lease.

NOW, THEREFORE, the parties hereto agree as follows:

1. Lessor hereby leases the Cars to the Lessee, and Lessee leases the Cars from Lessor, on the terms set forth in the Lease.

2. The term of the Lease are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have duly executed this instrument as of the day and year first above written.

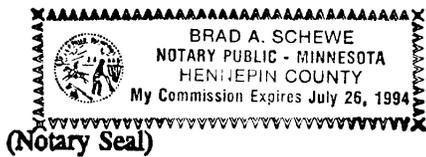
Attest: *Ann R. Farley*

General Mills, Inc.

By: *[Signature]*
Title: *Vice President Grain Operations*

STATE OF MINNESOTA)
COUNTY OF Hennepin) ss:

On December 23, 1993 before me, Notary Public for said County and State, personally appeared L. Scott Hackett, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the entity upon whose behalf the person acted, executed the instrument.



Brad A. Schewe
Notary

My commission expires 26 July 94.

EXHIBIT A

LIST OF RAILCARS

96 railroad cars, manufactured by Pullman Incorporated, Pullman Standard Division, 4,750 cubic foot capacity, shall bear the following Reporting Marks: OFCX 600 - 614, 616 - 649, 651 - 678, 680 - 684, 686 - 699.