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January 4, 1996

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

Enclosed are the original and two copies of the document described below, to be recorded pursuant to section 11301 of Title 49 of the U.S. Code.

The document, Memorandum of Sublease of Railroad Cars, is a sublease and a secondary document, dated November 20, 1995. The primary document to which this document is connected is recorded under Recordation No. 19814, dated December 18, 1995.

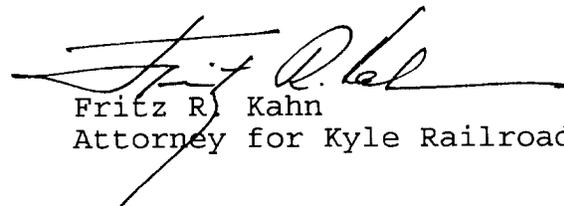
The names and addresses of the parties to the document are Kyle Railroad Company, P. O. Box 506, Phillipsburg, KS 67661, and Cargill, Incorporated, P. O. Box 9300, Minneapolis, MN 55440.

The cars covered by the document are fifty (50) covered hopper cars, KRIX 59001-59050, inclusive.

This firm's check for \$21 in payment of the fee is enclosed. Please return the original and any copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows: A sublease by Kyle Railroad Company, dated November 20, 1995, of 50 covered hopper cars, and connected to the document recorded under Recordation No. 19814, dated December 18, 1995.

Sincerely yours,


Fritz R. Kahn
Attorney for Kyle Railroad Co.

Countersigned - Fritz R. Kahn

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MEMORANDUM OF SUBLEASE OF RAILROAD CARS

THIS MEMORANDUM OF SUBLEASE OF RAILROAD CARS ("Memorandum of Sublease"), made as of November 20, 1995, is intended to evidence the Sublease of Railroad Cars, dated as of November 20, 1995 (the "Lease") between KYLE RAILROAD COMPANY, a Kansas corporation ("Lessor"), and CARGILL, INCORPORATED, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to sublease the railroad cars, more fully described in Exhibit "A" attached hereto (the "Units"). Lessee subleased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Sublease on the date indicated below its signature.

LESSOR

LESSEE

KYLE RAILROAD COMPANY,
a Kansas Corporation

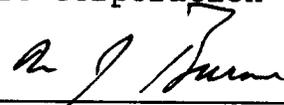
CARGILL, INCORPORATED
a Delaware Corporation

By:



RICK CECIL

By:



R. J. Turner

Title: Executive Vice President

Title: Vice President

Date:

11/29/95

Date:

11/17/95

STATE OF ARIZONA)
) S
COUNTY OF MARICOPA)

On this 29th day of November, 1995, before me personally appeared RICK CECIL, to me personally known, who, being by me duly sworn says that he is Executive Vice President of Kyle Railroad Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Denarius K Williams
Notary Public

My Commission Expires: August 1, 1996

[Notarial Seal]

STATE OF MINNESOTA)
) S
COUNTY OF HENNEPIN)

On this 17th day of November, 1995, before me personally appeared William J. Burns, to me personally known, who, being by me duly sworn says that he is Vice President of Cargill, Incorporated, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

JoAnn B. Haugen
Notary Public

My Commission Expires: January 31, 2000

[Notarial Seal]

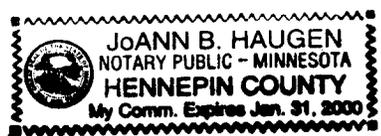


EXHIBIT "A"

To the Lease of Railroad Equipment dated as of November 20, 1995 between KYLE RAILROAD COMPANY and CARGILL, INCORPORATED.

Equipment Description:

Fifty (50) 5,161 cu. ft. covered hopper railway cars manufactured by Trinity Industries, Inc.

Unit Numbers:

KRIX 59001 - 59050, inclusive