



The David J. Joseph Company RECORDATION NO. 2044 FILED 1426

DEC 31 1996 2 55 PM

December 27, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of November 25, 1996 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: General Mills Operations Inc.
Number One General Mills Blvd.
Minneapolis, MN 55426

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$22.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

Enclosures

Dec 31 2 52 PM '96
RECEIVED
SURFACE TRANSPORTATION
BOARD

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public
JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000



SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

12/31/96

Julia R. Jones
Contract Assistant
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/31/96 at 2:55PM, and assigned recordation number(s). 20441.

Sincerely yours,

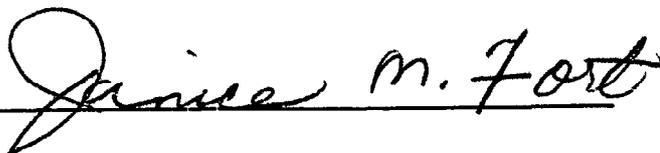


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



ORIGINAL

RECORDATION NO 2044 FILED 1425
DEC 24 1996 - 2 55 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 25th day of November, 1996, is intended to evidence the lease dated as of November 25, 1996 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **GENERAL MILLS OPERATIONS INCORPORATED**, A Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ten (10) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Douglas F. McMillan

Title: President

Date: November 25, 1996

**GENERAL MILLS OPERATIONS
INCORPORATED**

By: 

Name: Richard O. Lund

Title: Vice President Financial Operations

Date: 12/4/96

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 25th day of November, 1996, by Douglas F. McMillan, the President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Notary Public

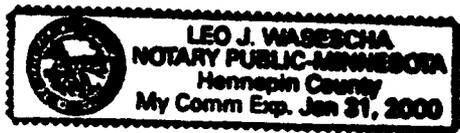


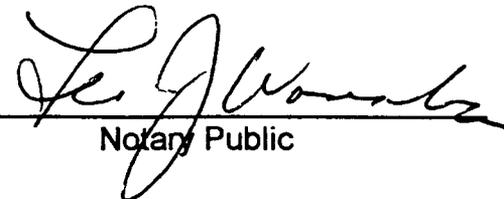
JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

My Commission expires:
2-27-2000

STATE OF MINNESOTA)
)
COUNTY OF HENNEPIN) SS:

The foregoing instrument was acknowledged before me this 4th day of ~~November~~ ^{December}, 1996, by Richard O Lund, the Vice President Finance of OPERATIONS General Mills Operations Incorporated, a Delaware corporation, on behalf of the corporation.


LEO J. WASESCHA
NOTARY PUBLIC-MINNESOTA
Hennepin County
My Comm Exp. Jan 31, 2000



Notary Public

My Commission expires:
1-31-00

EXHIBIT A

To the Memorandum of Lease dated November 25, 1996, between DJJ Transportation Services, Inc. and General Mills Operations Incorporated.

DESCRIPTION OF UNITS

Ten (10) railcars bearing reporting marks as follows:

DJTX 100-109, INCLUSIVE