

RECORDATION NO. 24376-B FILED

JUN 05 '03

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SURFACE TRANSPORTATION BOARD

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

June 5, 2003

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 Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24376-A.

The name and address of the party to the enclosed document are:

Lessor: Trinity Rail Leasing Trust II (as assignee of  
Trinity Industries Leasing Company)  
2525 Stemmons Freeway  
Dallas, Texas 75207

[Lessee: A. H. Newman Grains, Inc.  
R.R. Box 28  
Clifford, North Dakota 58016]

Mr. Vernon A. Williams  
June 5, 2003  
Page 2

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

6 railcars: TILX 635390 – TILX 635395.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

NOTE: Other railcars covered by the enclosed document are included in the Bill of Sale and Assignment and Assumption Agreement previously filed with the Board under Recordation Number 24469-A.

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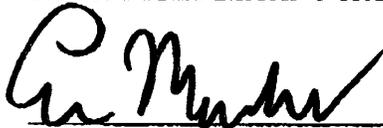
**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

Trinity Rail Leasing Trust II, a Delaware statutory trust ("Lessor"), having an office at 2525 Stemmons Freeway, Dallas, Texas 75207, is a party to a certain (unfiled) Rider One (1) to Railroad Car Lease Agreement, effective September 20, 2002 ("Rider One"), between Lessor (as assignee of Trinity Industries Leasing Company), as lessor, and A.H. Newman Grains, Inc., a North Dakota corporation, having an office at R R Box 28, Clifford, ND 58016 ("Lessee"), as lessee, as Rider One incorporates the terms and conditions of that certain Railroad Car Lease Agreement, made September 20, 2002, between Lessor (as assignee of Trinity Industries Leasing Company), as lessor, and Lessee, as lessee, covering the railcars listed on Annex A attached hereto.

Dated as of June 5, 2003

TRINITY RAIL LEASING TRUST II

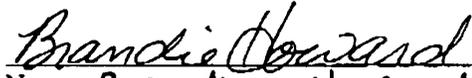
  
Name: Eric Marchetto  
Title: Vice President

STATE OF TEXAS                    )  
  )  
COUNTY OF DALLS                )  
  )

On this, the 5<sup>th</sup> day June, 2003, before me, a Notary Public in and for said County and State, personally appeared Eric Marchetto, a Vice President of Trinity Rail Leasing Trust II, who acknowledged himself to be a duly authorized officer of Trinity Rail Leasing Trust II and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Name: Brandie Howard  
Notary Public

My Commission Expires: 12/28/05

ANNEX A

<u># Railcars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>
15	2003	6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates	TILX 635390-635395, 635457-635459, 635461, 635462, 635464, 635465, 635467, 635474

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/5/03



\_\_\_\_\_  
Robert W. Alvord