

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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RECORDATION NO. 24990 FILED

JUN 15 '04 11-31 AM

June 8, 2004

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated April 11, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

<p>Manager: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Riceland Foods 2120 South Park Avenue Stuttgart, Arkansas 72160</p>
<p>Owner: ATEL Leasing Corporation 600 California Street, 6th Floor San Francisco, California 94108</p>	

A description of the railroad equipment covered by the enclosed document is four (4) 23,700 gallon, uni-temp tank cars, with GROX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: 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 the additional copies of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

Georgia Fretburger
Manager of Documentation

Enclosures

(RICE0007)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of April, 2003, by and between First Union Rail Corporation ("Lessor"), Owner of Cars in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, Owner of Cars in Group 2, and Riceland Foods, Inc. ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 23, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2002, subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION, Owner of cars in Group 1, and as Manager for ATEL LEASING CORPORATION, Owner of cars in Group 2

ATTEST:

By: [Signature]
Name: K.A. DOMBROWSKI

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 11th day of April, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of April, 2003.

[Signature]
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



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LESSEE:

RICELAND FOODS, INC.

By: *G. A. Delatte*

Name: G. A. Delatte

Title: V.P. Domestic Food Sales

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 8th day of April, 2003.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Arkansas

I, Pat R. Young, a Notary Public of the County and State aforesaid, certify that G. A. Delatte personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of April, 2003

Pat R. Young
Notary Public

Commission Expires:
4/1/2004
(Notary Public)

Pat R. Young Notary Public
Arkans.
My Commission Expires

**EXHIBIT A
TO
MEMORANDUM OF LEASE**

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 23,700 gallon, Uni-Temp Tank Cars

CAR NUMBERS:

Group 1

GROX 5066
GROX 5075

Group 2

GROX 5065
GROX 5077