

**FIRST UNION RAIL**

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

Tel 847.318.7575  
Fax 847.318.7588



August 26, 2004

RECORDATION NO. 24990-C FILED

SEP 01 '04 10-10 AM

**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 three (3) originals of a Memorandum of Lease Agreement, dated June 24, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24990.

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

<p><b>Lessor:</b> First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p><b>Lessee:</b> Riceland Foods, Inc. 2120 South Park Ave Stuttgart, AR 72160</p>
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A description of the railroad equipment covered by the enclosed document is two (2) 23,801-23,835 gallon, uni-temp tank cars, marked GROX 5026 AND GROX 5062.

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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375.

Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano  
Manager of Documentation

Enclosures

(RICE010)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28<sup>th</sup> day of July, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, 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. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 7, 2003 and 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

ATTEST:

By: [Signature]  
Name: GEORGIA FREIBURGER

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

Title: MGR. OF DOCUMENTATION Executed on this 28<sup>th</sup> day of July, 2004

[CORPORATE SEAL]

RECORDATION NO. 24990 FILED

STATE OF ILLINOIS  
COUNTY OF COOK

SEP 01 '04 10-10 AM

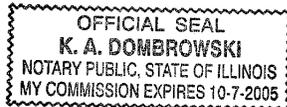
SURFACE TRANSPORTATION BOARD

I, K. A. Dombrowski, 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 28<sup>th</sup> day of July, 2004

[Signature]  
Notary Public

My Commission Expires:  
10-7-2005  
(Notary Public)



**LESSEE:**

RICELAND FOODS, INC.

By: *G.A. Delatte*

Name: G.A. DELATTE

Title: VICE PRESIDENT

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Arkansas

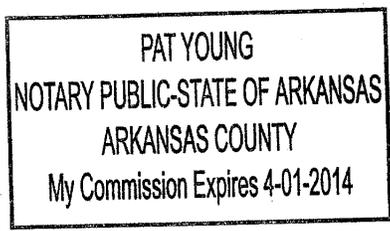
COUNTY OF Arkansas

I, Pat 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 22 day of July, 2004.

Pat Young  
Notary Public

Commission Expires:  
4-1-14  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: 23,801 - 23,835 Gallon, Uni-Temp Tank Cars

CAR NUMBERS: GROX 5026 and GROX 5062