

RECORDATION NO. 24990-E FILED

MAY 21 '07 -12 51 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel. 847.318.7575  
Fax. 847.318.7588

VIA UPS 2<sup>nd</sup> DAY AIR

May 17, 2007

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, Suite 100  
Washington, DC 20024  
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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 17, 2007, 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 Surface Transportation Board under Recordation Number 24990. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation  
600 California Street; 6<sup>th</sup> Floor  
San Francisco, California 94108

Lessee: Riceland Foods, Inc.  
2120 South Park Avenue  
Stuttgart, AR 72160

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is six (6) 23,700-23,835 gallon tank cars, with GROX marks (see Exhibit A for car 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 \$35.00 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne  
Rail Documentation Specialist

Enclosures

(RICE012)

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17<sup>th</sup> day of April, 2007, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A in Group 2, and Riceland Foods, Inc. ("Lessee"), an Arkansas corporation.

SURFACE TRANSPORTATION BOARD

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. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

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,  
as Lessor of Cars in Group 1, and as Manager for  
ATEL Leasing Corporation of Cars in Group 2

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

By: Susan Grokulska  
Name: SUSAN GROKULSKA

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 17<sup>th</sup> day of April, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 17<sup>th</sup> day of April, 2007.

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
\_\_\_\_\_  
(Notary Public)



LESSEE:

RICELAND FOODS, INC.

By: *G.A. Delatta*

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

Title: *M. V.P. Domestic Food Sales*

ATTEST:

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

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

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

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

[CORPORATE SEAL]

STATE OF *Arkansas*

COUNTY OF *Arkansas*

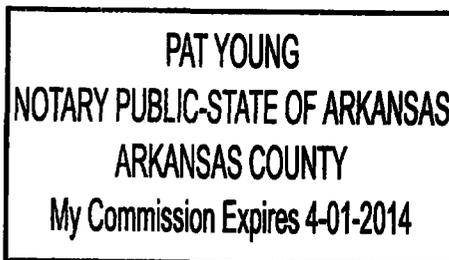
I, *Pat Young*, a Notary Public of the County and State aforesaid, certify that *G.A. Delatta* personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this *30th* day of *March* *2007*.

*Pat Young*  
Notary Public

Commission Expires:

*4/01/2014*  
(Notary Public)



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

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: 23,700 - 23,835 Gallon, Uni-Temp Tank Cars

CAR NUMBERS:

Group 1 - Cars owned by First Union Rail Corporation

GROX 5026

GROX 5062

GROX 5066

GROX 5075

Group 2 - Cars owned by ATEL Leasing Corporation

GROX 5065

GROX 5077