

LAW OFFICES  
**MILES & STOCKBRIDGE P.C.**  
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COLUMBIA, MD  
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TELEPHONE 410-727-6464  
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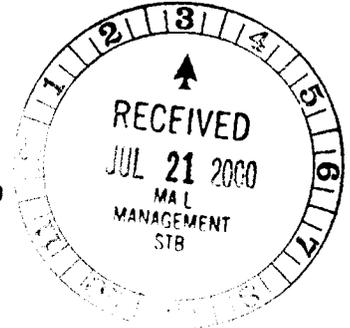
McLEAN, VA  
ROCKVILLE, MD  
TOWSON, MD  
WASHINGTON, D.C.

July 19, 2000

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001  
Attention: Ms. Toleda Stokes

RECORDATION NO. 23025 FILED  
27 9c  
JUL 20 '00 11-57 AM



SURFACE TRANSPORTATION BOARD

**Re: Lease between General Mills Operations, Inc. and Midwest Railcar Corporation**

Dear Ms. Stokes:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of a **Memorandum of Lease** between Midwest Railcar Corporation as Lessor and General Mills Operations, Inc. as Lessee dated March 9, 2000.

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

Lessor: Midwest Railcar Corporation  
9876 213<sup>th</sup> Avenue NW  
Elk River, MN 55330

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

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

Twenty (20) 60ft. 100-ton RBL boxcars bearing reporting car marks and numbers as set forth on Exhibit A attached to the Memorandum of Lease.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return a stamped copy of the enclosed document to the undersigned.

MILES & STOCKBRIDGE P.C.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3521.

Very truly yours,

A handwritten signature in cursive script that reads "Henryka Gryc". The signature is written in black ink and is positioned above the printed name.

Henryka Gryc

Enclosures

RECORDATION NO. 23025 FILED

27 9c  
JUL 28 '00 11:57 AM

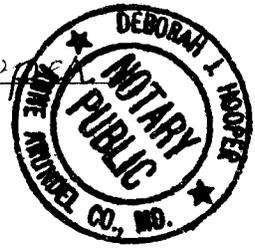
SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Lease is a true and complete copy of said Memorandum of Lease.

WITNESS my hand and seal this 19<sup>th</sup> day of June, 2000.

Deborah J. Hooper  
Notary Public



My Commission Expires: 7/27/02

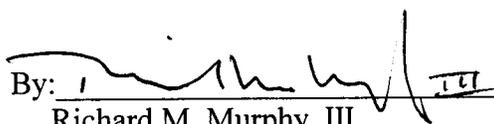
MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of March 9, 2000 by MIDWEST RAILCAR CORPORATION ("Lessor"), and GENERAL MILLS OPERATIONS, INC. ("Lessee").

Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of January 14, 2000 ("Lease") certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:  (SEAL)  
Richard M. Murphy, III  
President

GENERAL MILLS OPERATIONS, INC.

By: \_\_\_\_\_ (SEAL)  
Name:  
Title:

STATE OF \_\_\_\_\_, \_\_\_\_\_ OF \_\_\_\_\_, TO WIT:

I HEREBY CERTIFY, that on this \_\_\_\_ day of March, 2000, before me, the undersigned, a Notary Public of the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, who acknowledged himself to be a \_\_\_\_\_ of GENERAL MILLS OPERATIONS, INC., a \_\_\_\_\_ corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized \_\_\_\_\_ of said corporation by signing the name of the corporation by himself as \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

(SEAL)

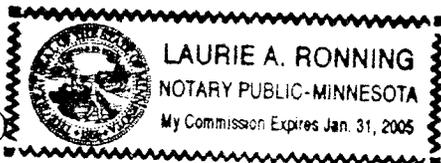
My Commission Expires:

STATE OF MINNESOTA, Cook COUNTY OF Stearns, TO WIT:

I HEREBY CERTIFY, that on this 9th day of March, 2000, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.

(SEAL)



Laurie A. Ronning  
Notary Public

My Commission Expires: Jan 31, 2005

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of March \_\_\_\_\_, 2000 by MIDWEST RAILCAR CORPORATION ("Lessor"), and GENERAL MILLS OPERATIONS, INC. ("Lessee").

Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of January 14, 2000 ("Lease") certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By: \_\_\_\_\_ (SEAL)  
Richard M. Murphy, III  
President

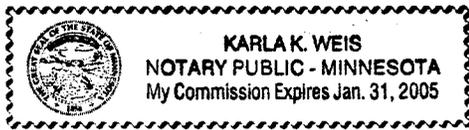
GENERAL MILLS OPERATIONS, INC. *JK*

By: *William Shrack* \_\_\_\_\_ (SEAL)  
Name: WILLIAM SHRACK  
Title: DIR TRANSPORTATION

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

I HEREBY CERTIFY, that on this 30 day of March, 2000, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared William Shrack, who acknowledged himself to be a Dir of Trans of GENERAL MILLS OPERATIONS, INC., a Delaware corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Dir of Trans. of said corporation by signing the name of the corporation by himself as Director of Transportation.

AS WITNESS my hand and notarial seal.



*Karla K. Weis*  
Notary Public

(SEAL)

My Commission Expires: January 31, 2005

STATE OF MINNESOTA, OF , TO WIT:

I HEREBY CERTIFY, that on this \_\_\_ day of March, 2000, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

DESCRIPTION OF RAILCARS

Twenty (20) 60 ft., 100-ton RBL boxcars bearing car marks and numbers as follows:

Car Numbers

MWCX 500035  
MWCX 500036  
MWCX 500037  
MWCX 500038  
MWCX 500039  
MWCX 500040  
MWCX 500042  
MWCX 500047  
MWCX 500041  
MWCX 500043  
MWCX 500044  
MWCX 500046  
MWCX 500045  
MWCX 500048  
MWCX 500049  
MWCX 500050  
MWCX 500051  
MWCX 500052  
MWCX 500053  
MWCX 500054