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May 15, 2002

RECORDATION NO. 23976 FILED

VIA FEDERAL EXPRESS

MAY 16 '02

4-34 PM

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Ellen Keyes

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease between Midwest Railcar Corporation
And General Milles Operations, Inc.
(5) Five 60' 100-ton Boxcars

Dear Ms. Keyes:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and one notarized (1) copy of a Memorandum of Lease, dated April 3, 2002, as defined in the Board's Rules for the Recordation of Documents for filing.

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

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

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

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

Five (5) 60' 100-ton Boxcars equipped with load dividers and single plug doors bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

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

Memorandum of Lease between Midwest Railcar Corporation as Lessor and General Mills Operations, Inc. as Lessee, covering Five (5) 60' 100-ton Boxcars equipped with load

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MILES & STOCKBRIDGE P.C.

dividers and single plug doors bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,



Doti J. Hampton
Legal Assistant

Enclosures

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SURFACE TRANSPORTATION BOARD

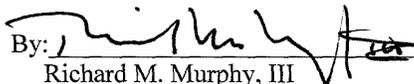
MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of April 3, 2002 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 February 15, 2002 ("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: GARY D. PETERSEN
Title: DIRECTOR OF TRANSPORTATION

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

I HEREBY CERTIFY, that on this 10 day of May, 2002, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Gary Peterson, who acknowledged himself to be D.I. of TRANS. of GENERAL MILLS OPERATIONS, INC., a Minnesota 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 D.I. of TRANS. of said corporation by signing the name of the corporation by himself as D.I. of TRANS.

AS WITNESS my hand and notarial seal.

Bonnie L. Cain

Notary Public

(SEAL)

My Commission Expires:



STATE OF MINNESOTA, COUNTY OF SHERBURNE, TO WIT:

I HEREBY CERTIFY, that on this 10 day of May, 2002, 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.

David L. Smith

Notary Public

(SEAL)

My Commission Expires:

01-31-06

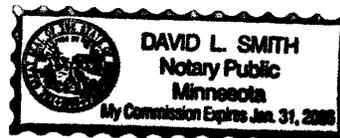


EXHIBIT A

DESCRIPTION OF RAILCARS

(5) Five 60' 100-ton Boxcars equipped with load dividers and single plug doors.

CAR NUMBERS:

MWCX 500060 - 500064