

First Union Rail Corporation

NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA UPS 2nd DAY AIR



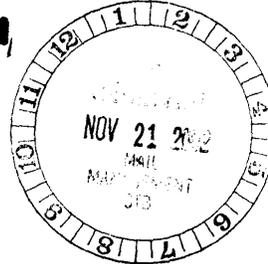
November 19, 2002

RECORDATION NO. 24201-A FILED

NOV 22 '02

10-34 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 and one (1) copy of a Memorandum of Lease Agreement, dated October 15, 2002, 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 on this date with the Commission under Recordation Number 24201.

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

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

Lessee: Purina Mills, LLC
1080 County Road F West
Shoreview, MN 55126

A description of the railroad equipment covered by the enclosed document is four (4) 4750 cubic foot capacity covered hopper cars, with car numbers FURX 822295, FURX 824273, FURX 824650 and NDYX 475242.

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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(PUM1003)

ASSGN. NO.: PUMI003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of October, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and PURINA MILLS, LLC, a limited liability corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of September 20, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 1, 2002, 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: K. A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION
By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 15th day of October, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

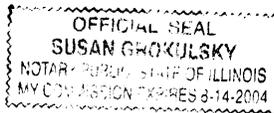
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of October, 2002.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



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10-3448

SURFACE TRANSPORTATION BOARD

LESSEE:

PURINA MILLS, LLC

ATTEST:

By: _____
Name: _____
Title: _____

By: [Signature]
Name: John Augspurger
Title: Director of Transportation

Executed on this ___ day of _____, 2002.

[CORPORATE SEAL]

STATE OF Minnesota
COUNTY OF Anoka

I, CAROL JANTUNEN, a Notary Public of the County and State aforesaid, certify that JOHN AUGSPURGER 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 8th day of Oct., 2002.

[Signature]
Notary Public

My Commission Expires:
Dec 2005
(Notary Public)

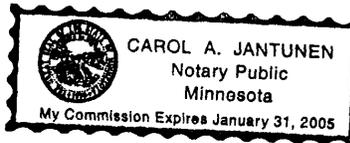


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4) cars

DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars with trough hatch covers and gravity gates

CAR NUMBERS: FURX 822295, FURX 824273, FURX 824650, and NDYX 475242