



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

VIA UPS 2nd DAY AIR

January 24, 2003

RECORDATION NO. 24306 FILE

JAN 29 '03

1-50PM

RECEIVED
 JAN 29 2003
 MAIL
 MANAGEMENT
 STB

Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD

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 December 18, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: American Italian Pasta Company
 1000 Italian Way
 Excelsior Springs, MO 64024

A description of the railroad equipment covered by the enclosed document is nine (9) 4650 cubic foot covered hopper cars with gravity-pneumatic discharge gates, with FURX marks (see attached Exhibit A for 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 \$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

(AMIT001)

ASSGN. NO. AMIT001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of December, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Italian Pasta Company ("Lessee"), a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 18, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 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: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

Executed on this 18th day of Dec., 2002.

[CORPORATE SEAL]

RECORDATION NO. 24306 FILED
JAN 29 '03 1-59 PM
SURFACE TRANSPORTATION BOARD

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 18th day of December, 2002.

Susan Grokulska
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE:

AMERICAN ITALIAN PASTA COMPANY.

By: Kerri Adkins

Name: Kerri Adkins

Title: Mgr. Mill Materials

ATTEST:

By: Cynthia K Ritchey

Name: Cynthia K Ritchey

Title: Adm Asst.

Executed on this 11 day of December, 2002.

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF CLAY

I, Cynthia K Ritchey, a Notary Public of the County and State aforesaid, certify that Kerri Adkins 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 11 day of December, 2002.

Cynthia K Ritchey
Notary Public

Commission Expires:

8-22-06
(Notary Public)



CYNTHIA K. RITCHEY
Clay County
My Commission Expires
August 22, 2006

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nine (9)

DESCRIPTION OF CARS: 4650 cubic foot lined covered hopper cars with gravity-pneumatic discharge gates, hatch-in-hatch configuration and gross rail loads of 268,000 lbs.

CAR NUMBERS:

FURX 816180	FURX 816202	FURX 816216
FURX 816188	FURX 816203	FURX 816243
FURX 816199	FURX 816214	FURX 816244