

RECORDATION NO. 24376-C FILED

JUN 05 '03

4-30 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

June 5, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24376-A.

The name and address of the party to the enclosed document are:

Lessor: Trinity Rail Leasing Trust II (as assignee of  
Trinity Industries Leasing Company)  
2525 Stemmons Freeway  
Dallas, Texas 75207

[Lessee: Cargill Incorporated  
15407 McGinty Road  
Minnetonka, Minnesota 55440]

Mr. Vernon A. Williams  
June 5, 2003  
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A description of the railroad equipment covered by the enclosed document is:

29 railcars: TILX 635599 – TILX 635627

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

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

NOTE: Other railcars covered by the enclosed document are included in the Bill of Sale and Assignment and Assumption Agreement previously filed with the Board under Recordation Number 24339-A.

**MEMORANDUM OF LEASE**

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SURFACE TRANSPORTATION BOARD

Trinity Rail Leasing Trust II, a Delaware statutory trust ("Lessor"), having an office at 2525 Stemmons Freeway, Dallas, Texas 75207, is a party to a certain (unfiled) Rider Six (6) to Railroad Car Net Lease Agreement, effective November 12, 2002 ("Rider Six"), between Lessor (as assignee of Trinity Industries Leasing Company), as lessor, and Cargill Incorporated, a Delaware corporation, having an office at 15407 McGinty Road, Minnetonka, Minnesota 55440 ("Lessee"), as lessee, as Rider Six incorporates the terms and conditions of that certain Railroad Car Net Lease Agreement, dated as of May 20, 1985, between Lessor (as assignee of Trinity Industries Leasing Company), as lessor, and Lessee, as lessee, covering the railcars listed on Annex A attached hereto.

Dated as of June 5, 2003

TRINITY RAIL LEASING TRUST II



Name: Eric Marchetto  
Title: Vice President

STATE OF TEXAS )  
 )  
COUNTY OF DALLS )  
 )

On this, the 5<sup>th</sup> day June, 2003, before me, a Notary Public in and for said County and State, personally appeared Eric Marchetto, a Vice President of Trinity Rail Leasing Trust II, who acknowledged himself to be a duly authorized officer of Trinity Rail Leasing Trust II and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Brandie Howard  
Notary Public



My Commission Expires: 12/28/05

ANNEX A

<u># Railcars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>
125	2003	6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates	TILX 635503- 635627

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/5/02

  
\_\_\_\_\_  
Robert W. Alvord