



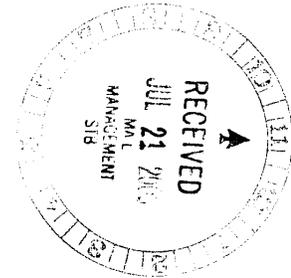
RECORDATION NO. 23976-C FILED

JUL 24 '03

2-58 PM

SURFACE TRANSPORTATION BOARD

July 14, 2003



Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
ATTN: Ms. Barbara Saddler

Dear Ms. Saddler:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Rider #3 to Full Service Master Lease Agreement dated as of February 10, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under recordation Number 23976.

The names and addresses of the parties to the enclosed document is as follows:

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

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 as follows:

Two (2), 60' 100-ton insulated Boxcars equipped with load dividers bearing the reporting marks:

MWCX 500055-MWCX 500056

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

Memorandum of Rider #3 to Full Service Master Lease Agreement

12616 State Route 143, Highland, IL 62249
(618) 654-1111 Fax (618)654-2110

Surface Transportation Board
Ms. Barbara Saddler
July 14, 2003
Page Two

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.

Sincerely,

FIRST MID-ILLINOIS BANK & TRUST

Karyn F. Ward
Commercial Loan Officer

Encl.

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF RIDER #3 TO FULL SERVICE
MASTER LEASE AGREEMENT**

RECORDATION NO. 23976-C FILED

JUL 24 '03

2-58 PM

between

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION,

as Lessor

and

GENERAL MILLS OPERATIONS, INC.

as Lessee

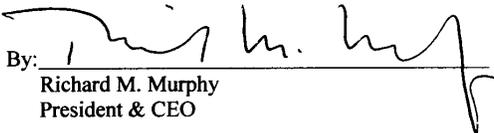
MEMORANDUM OF RIDER #3 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF RIDER #^{EMM}3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of February 10, 2003 by and between MIDWEST RAILCAR CORPORATION, An Illinois Corporation ("Lessor"), and GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation ("Lessee"), with reference to the following:

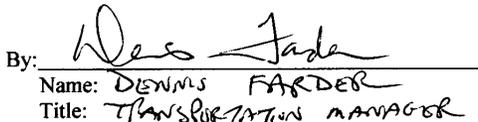
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider #3 dated February 10, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of February 15, 2002 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Rider #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider #3 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

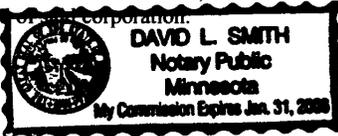
By: 
Richard M. Murphy
President & CEO

GENERAL MILLS OPERATIONS, INC.
Lessee

By: 
Name: DENNIS FARBER
Title: TRANSPORTATION MANAGER

STATE OF MINNESOTA, CITY OF Elk River, TO WIT:

On this 10 day of February, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on February 10, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



David L. Smith
Notary Public

[Notarial Seal]

My commission expires: 1-31-06

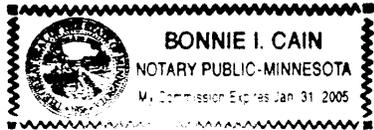
STATE OF Minnesota, CITY OF Minneapolis, TO WIT:

On this 21st day of February, 2003 before me appeared, Dennis Fander, to me personally known, who being by me duly sworn, says that he is a transportation manager of General Mills, an Delaware Corporation, that said instrument was signed and sealed on February 21, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Bonnie I. Cain
Notary Public

[Notarial Seal]

My commission expires: 1/31/05



DESCRIPTION OF RAILCARS

(2) 60' 100-ton insulated Boxcars equipped with load dividers.

CAR NUMBERS

MWCX 500055 – MWCX 500056