



CORPORATION SERVICE COMPANY

RECORDATION NO. 22088-D FILED

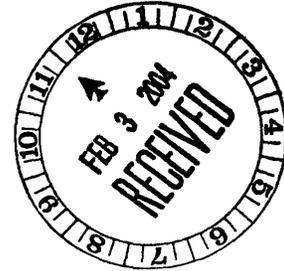
FEB 03 '04

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SURFACE TRANSPORTATION BOARD

January 30, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Lease Extension** dated as of November 20, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **GENERAL MILLS OPERATIONS, INC.**
P.O. Box 1113, Minneapolis, MN 55440

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **GENERAL MILLS OPERATIONS, INC.** covering 22 coal hoppers with reporting marks and numbers – CEFX 152203 – CEFX 152207, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #22088 dated 3/29/99 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Research/Development Coordinator

Enclosure

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of November 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor") and, GENERAL MILLS OPERATIONS, INC., a Delaware corporation, with an address at P.O. Box 1113, Minneapolis, MN, 55440 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of 11/20/03 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of March 8, 1999 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on March 29, 1999 as recordation number 22088.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GENERAL MILLS OPERATIONS, INC.

By: Dennis Pader
Name: DENNIS PADER
Title: TRANSPORTATION MANAGER

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

<u>Number of Cars and Car Description</u>	<u>Car Mark and Numbers</u>
(22) 4,750 c.f. covered hopper cars with gravity gates and trough hatches	CEFX 152203 CEFX 152206 CEFX 152216 CEFX 152506 CEFX 155296 CEFX 152526 CEFX 152516 CEFX 152229 CEFX 152209 CEFX 152208 CEFX 152497 CEFX 152252 CEFX 152524 CEFX 152230 CEFX 152241 CEFX 152484 CEFX 152514 CEFX 152536 CEFX 152210 CEFX 152211 CEFX 152212 CEFX 152207