

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



RECORDATION NO. 21498-E FILED

OCT 15 '04 3-22 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

October 13, 2004

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 of a Memorandum of Lease Agreement, dated September 20, 2004, 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 with the Commission under Recordation Number 21498. 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:	Cargill, Inc. 15407 McGinty Road West MS 78 Wayzata, MN 55391-2399
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A description of the railroad equipment covered by the enclosed document is one-hundred (100) 4750 cu. ft. covered hoppers equipped with trough hatches and gravity outlets, cars marked FURX, NDYX and RUSX (see Exhibit A for car 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 regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Theresa Catapano".

Theresa Catapano  
Manager of Documentation

Enclosures

(CARG018)

21498-E FILED

ASSGN. NO.: CARG018

OCT 15 '04 3-22 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of September, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cargill, Inc. ("Lessee"), a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 23, 2003, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: Theresa Catafano

Name: THERESA CATAFANO

Title: MGR. OF DOCUMENTATION Executed on this 20th day of September, 2004.

[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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of September, 2004.

Susan Grokulska  
Notary Public

Commission Expires:

8-14-2008  
(Notary Public)



LESSEE:

CARGILL, INC.

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*Peter J. Cleary*

**Peter J. Cleary**

**Corporate Rail Fleet Manager**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 9<sup>TH</sup> day of SEPTEMBER, 2004.

[CORPORATE SEAL]

STATE OF MINNESOTA

COUNTY OF HENNEPIN

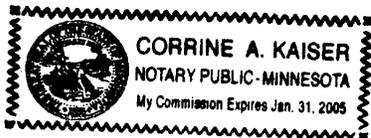
I, Corrine A. Kaiser, a Notary Public of the County and State aforesaid, certify that Peter J. Cleary personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9<sup>TH</sup> day of SEPTEMBER, 2004.

Corrine A. Kaiser  
Notary Public

Commission Expires:

1/31/2005  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars equipped with trough hatches and gravity outlets

CAR NUMBERS:

FURX 833261	NDYX 823718	NDYX 823814	NDYX 833191
NDYX 823645	NDYX 823720	NDYX 823816	NDYX 833195
NDYX 823646	NDYX 823723	NDYX 823821	NDYX 833206
NDYX 823651	NDYX 823725	NDYX 823823	NDYX 833212
NDYX 823652	NDYX 823729	NDYX 823829	NDYX 833219
NDYX 823653	NDYX 823730	NDYX 823834	NDYX 833234
NDYX 823659	NDYX 823733	NDYX 823836	NDYX 833239
NDYX 823661	NDYX 823735	NDYX 823837	NDYX 833241
NDYX 823662	NDYX 823738	NDYX 823838	NDYX 833258
NDYX 823664	NDYX 823744	NDYX 823840	NDYX 833259
NDYX 823665	NDYX 823748	NDYX 823841	RUSX 483338
NDYX 823668	NDYX 823749	NDYX 830191	RUSX 483395
NDYX 823671	NDYX 823751	NDYX 831246	RUSX 483403
NDYX 823673	NDYX 823764	NDYX 833102	RUSX 483408
NDYX 823681	NDYX 823768	NDYX 833105	RUSX 483430
NDYX 823682	NDYX 823774	NDYX 833108	RUSX 483446
NDYX 823693	NDYX 823782	NDYX 833110	RUSX 485032
NDYX 823695	NDYX 823787	NDYX 833115	RUSX 485758
NDYX 823696	NDYX 823788	NDYX 833131	RUSX 485769
NDYX 823697	NDYX 823791	NDYX 833136	RUSX 486617
NDYX 823699	NDYX 823800	NDYX 833140	RUSX 486620
NDYX 823704	NDYX 823801	NDYX 833147	RUSX 486654
NDYX 823705	NDYX 823802	NDYX 833171	Count: 100
NDYX 823706	NDYX 823803	NDYX 833175	
NDYX 823711	NDYX 823806	NDYX 833179	
NDYX 823712	NDYX 823807	NDYX 833187	