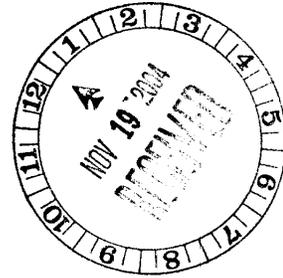


FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588



RECORDATION NO. 21498-F FILED

VIA UPS 2nd DAY AIR

NOV 22 '04 3-05 PM

November 17, 2004

SURFACE TRANSPORTATION BOARD

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 7, 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

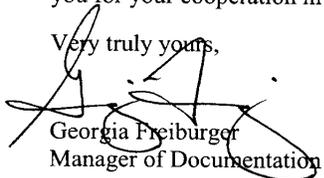
A description of the railroad equipment covered by the enclosed document is fifteen (15) 4750 cu. ft. covered hopper cars, with NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$32.00 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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(CARG020)

ASSGN. NO.: CARG020

NOV 22 '04 3-05 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10 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. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 10, 2004 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

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 7th day of Sept., 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

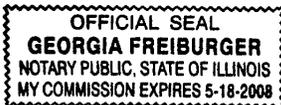
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of Sept., 2004.

Georgia Freiburger
Notary Public

Commission Expires:

5-18-2008
(Notary Public)



LESSEE:

CARGILL, INC.

ATTEST:

By: _____

Peter J. Cleary

Name: _____

By: _____

Title: _____

Name: _____

Title: _____

Executed on this 1st 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 1st day of SEPTEMBER, 2004.

Corrine C. Kaiser
Notary Public

Commission Expires:

1/31/05
(Notary Public)

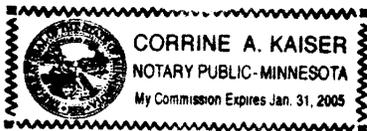


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

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

CAR NUMBERS:

NDYX 823701
NDYX 823710
NDYX 823713
NDYX 823719
NDYX 823727
NDYX 823734
NDYX 823792
NDYX 823794
NDYX 823798
NDYX 823805
NDYX 823825
NDYX 823832
NDYX 833114
NDYX 833123
NDYX 833165
Count: 15