

RECORDATION NO. 24306-B FILED

AUG 11 2005

FIRST UNION RAIL

AUG 11 '05

3-18 PM

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

Tel 847.318.7575
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

August 9, 2005

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 20, 2005, 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 24306.

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: American Italian Pasta Company
1000 Italian Way
Excelsior Springs, MO 64024

A description of the railroad equipment covered by the enclosed document is five (5) 4750 cu. ft., covered hopper cars, marked NDYX (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 \$33.00 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 (347) 384-5355.
Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulska
Manager of Documentation

Enclosures

(AMIT003)

ASSGN. NO. AMIT003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of July, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Italian Pasta Company ("Lessee"), a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 18, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 17, 2005, 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

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 20th day of July, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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SURFACE TRANSPORTATION BOARD

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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of July, 2005.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2008

(Notary Public)



LESSEE:

AMERICAN ITALIAN PASTA COMPANY.

By: Kerri Adkins

Name: Kerri Adkins

Title: Manager, Mill Materials

ATTEST:

By: Kathryn Apple

Name: Kathryn Apple

Title: Mill Materials Coord.

Executed on this 13 day of July, 2005.

[CORPORATE SEAL]



PAULA R. PRECE
My Commission Expires
April 6, 2009
Clay County
Commission #05405462

STATE OF Missouri

COUNTY OF Clay

I, Paula R Prece, a Notary Public of the County and State aforesaid, certify that Kerri Adkins personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of July, 2005.

Paula R Prece
Notary Public

Commission Expires:

4/6/2009
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 4750 cubic foot, lined covered hopper cars with gravity-pneumatic discharge gates, hatch-in-hatch configuration and gross rail loads of 268,000 lbs.

CAR NUMBERS: NDYX 838001, NDYX 838016, NDYX 838020, NDYX 838023, NDYX 838028