



CORPORATION SERVICE COMPANY

RECORDATION NO. 25449-A FILED

SEP 13 '05

2-06 PM

SURFACE TRANSPORTATION BOARD



September 12, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 - Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 146783-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 1, 2004 between the following parties:

Names and address of the following parties:

Lessor: **FLEX LEASING II, LLC**

1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **MID SOUTH MILLING COMPANY**

710 Oakleaf Office Lane Memphis, TN 38117

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

Memorandum of Railcar Lease between Lessor: **FLEX LEASING II, LLC** and Lessee: **MID SOUTH MILLING COMPANY** covering 14 hopper cars with reporting marks and numbers – FLOX 79144 – FLOX 79299 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 25449 dated 02/28/05 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1<sup>st</sup> day of August, 2004, is made by FLEX LEASING II, LLC, a Delaware company, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and MID SOUTH MILLING COMPANY, a Tennessee corporation, with an address at 710 Oakleaf Office Lane, Memphis TN 38117 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, THE CIT GROUP/EQUIPMENT FINANCING, INC., and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 13, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 2/25/05, and given Recordation Number 25449.

WHEREAS, the Lessor and Lessee have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, 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 leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, 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.

FLEX LEASING II, LLC

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

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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.

MID SOUTH MILLING COMPANY

By: Matthew J. McCrossin  
Name: Matthew J. McCrossin  
Title: Executive Vice President

# Schedule A

## Number of Cars

## Equipment Description

14 5,150 C.F. covered hopper car with gravity gates and trough hatches

1	FLOX	79144
2	FLOX	79148
3	FLOX	79149
4	FLOX	79150
5	FLOX	79151
6	FLOX	79152
7	FLOX	79153
8	FLOX	79155
9	FLOX	79289
10	FLOX	79290
11	FLOX	79293
12	FLOX	79294
13	FLOX	79296
14	FLOX	79299