

RECORDATION NO. 26305 FILED

APR 17 '06 2-14 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 17, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Rider 14, dated as of January 4, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

Lessee: General Mills Operations, Inc.
Number One General Mills Boulevard
P.O. Box 1113
Minneapolis, Minnesota 55440-1113

Mr. Vernon A. Williams
April 17, 2006
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A description of the railroad equipment covered by the enclosed document is:

30 railcars: MWCX 550003 - MWCX 550032.

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

Memorandum of Rider 14.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF RIDER 14

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

GENERAL MILLS OPERATIONS, INC.

as Lessee

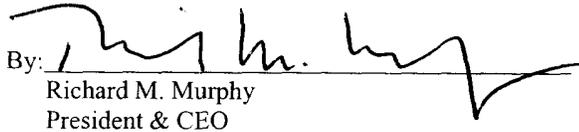
MEMORANDUM OF RIDER 14

THIS MEMORANDUM OF RIDER 14 is effective as of January 4, 2006 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 14 dated January 4, 2006 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider 14 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

GENERAL MILLS OPERATIONS, INC.

By: 
Name: PAUL SUTTON
Title: OPS MGR. RAIL/INTERMODAL

STATE OF Illinois ^{County} Madison, CITY OF Madison, TO WIT:

On this 16 day of Jan., 2006 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on January 16, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] "OFFICIAL SEAL"
DEBORIS T. BENARDIN
Notary Public, State of Illinois
My commission expires 6/28/2009

Deboris T. Benardin
Notary Public

STATE OF Minnesota, CITY OF Minneapolis, TO WIT:

On this 6 day of January, 2006 before me appeared, PAUL SEITON, to me personally known, who being by me duly sworn, says that he is a SALE OPS MGR, of GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation, that said instrument was signed and sealed on Jan 6, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] HEATHER M. JOHNSON
NOTARY PUBLIC
STATE OF MINNESOTA
My Commission Expires
January 31, 2010

Heather M. Johnson
Notary Public

My commission expires:
January 31 2010

EXHIBIT A

Description of Railcars:

30 railcars with the following
Car Marks and Numbers:

**MWCX 550003 through
MWCX 550032, inclusive**