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January 30, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 26672-B FILED

JAN 30 '07 -3 16 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of January 30, 2007. The primary document to which this is connected is recorded under Recordation No. 26672. We request that the copy of this document be recorded under Recordation No. 26672-B.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

National City Commercial Capital Corporation
101 South Fifth Street Locator T08K
Louisville, KY 40202

Lessee:

J.R. Simplot Company
999 Main Street
Suite 1300
Boise, ID 83702

A description of the equipment covered by the Memorandum of Lease Agreement consists of 17 1996 Union Tank Car Company 111A100WE Tank Cars with Interior Rubber Lining Bearing reporting marks JRSX 1152, 1156, 1158, 1160, 1167, 1171, 1172, 1176, 1180, 1181, 1182, 1185, 1186, 1189, 1190, 1191 and 1193.

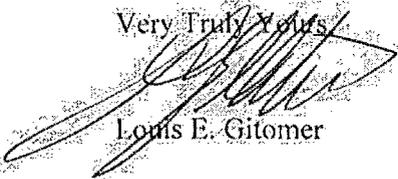
Honorable Vernon A. Williams
January 30, 2007
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between National City Commercial Capital Corporation, 101 South Fifth Street, Locator T08K, Louisville, KY 40202, and J.R. Simplot Company, 999 Main Street, Suite 1300, Boise, ID 83702, covering 17 1996 Union Tank Car Company 11A100W1 Tank Cars with Interior Rubber Lining Bearing reporting marks JRSX 1152, 1156, 1158, 1160, 1167, 1171, 1172, 1176, 1180, 1181, 1182, 1185, 1186, 1189, 1190, 1191 and 1193.

Very Truly Yours



Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 30, 2007, by and between NATIONAL CITY COMMERCIAL CAPITAL COMPANY LLC as successor by merger to NATIONAL CITY COMMERCIAL CAPITAL CORPORATION ("Lessor") and J.R. SIMPLOT COMPANY ("Lessee"), with reference to the following:

- 1. Pursuant to a Rail Lease Agreement dated November 29, 2006 (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the railroad equipment described in the Attachment hereto (the "Equipment").
- 2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
- 3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written:

NATIONAL CITY COMMERCIAL CAPITAL COMPANY LLC
as successor by merger to
NATIONAL CITY COMMERCIAL CAPITAL CORPORATION
As Lessor

By: Jon B. Lipstreuer
Name: _____
Title: Jon B. Lipstreuer

J.R. SIMPLOT COMPANY
As Lessee

By: Amber H. Post
Name: _____
Title: Vice President & Treasurer

State of Ohio)
) ss:
County of Lake)

On this 29 day of January, 2007, before me personally appeared Jon B. Lipstreuer, to me personally known, who being duly sworn, says that he is Vice President of National City Commercial Capital Company LLC as successor by merger to National City Commercial Capital Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

J. Susan McLane
Notary Public

My Commission expires on: 8/14/07

State of Idaho)
) ss:
County of Ada)

On this 29 day of January, 2007, before me personally appeared Arndee H. Post, to me personally known, who being duly sworn, says that she is Treasurer of J.R. Simplot Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Janene A. Kattner
Notary Public

My Commission expires on: 3/31/08



ATTACHMENT

Seventeen (17) 1996 Union Tank Car Company 11A100W1 Tank Cars with Interior Rubber Lining Bearing reporting marks JRSX 1152, 1156, 1158, 1160, 1167, 1171, 1172, 1176, 1180, 1181, 1182, 1185, 1186, 1189, 1190, 1191 and 1193.