

RECORDATION NO. 27429 FILED

MAR 28 '08 -12 00 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

March 28, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 003 to Master Railcar Lease Agreement dated as of March 28, 2008, 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:	Siemens Financial Services, Inc. 170 Wood Avenue South Iselin, NJ 08830
Lessee:	J. R. Simplot Company One Capital Center 999 Main Street, Suite 1300 Boise, Idaho 83702

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A description of the railroad equipment covered by the enclosed document is:

77 tank cars within the series JRSX 11130 - JRSX 11252; AND
86 railcars within the series JRSX 10143 - JRSX 10252 as more particularly set forth in the attachment to the document.

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

Memorandum of Schedule No. 003 to Master Railcar Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF SCHEDULE NO. 003 TO MASTER
RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE NO. 003 TO MASTER RAILCAR LEASE AGREEMENT dated as of December 27, 2007 between **SIEMENS FINANCIAL SERVICES, INC.**, a Delaware corporation with an office at 170 Wood Avenue South, Iselin, New Jersey 08830 (the "Lessor"), and **J. R. SIMPLOT COMPANY**, a Nevada corporation with an office at One Capital Center, 999 Main Street, Suite 1300, Boise, Idaho 83702 (the "Lessee").

WITNESSES THAT:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to Lease from Lessor, certain railcars as described on Exhibit A (the "Cars") attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 003 dated as of March 28, 2008 between Lessor and Lessee (the "Schedule") as incorporating the terms and conditions of that certain Master Railcar Lease Agreement dated as of December 27, 2007 between Lessor and Lessee (the "Master Agreement") (the Schedule, as incorporating the terms and conditions of the Master Agreement, the "Lease").
2. Lessor and Lessee wish to show for the public record the existence of the Lease, and the respective interests of Lessor and Lessee set forth therein with respect to the Cars.
3. This Memorandum has been entered into for the purpose of satisfying the requirements for (i) recordation with the Surface Transportation Board of the United States of America and (ii) deposit with the Registrar General of Canada.

NOW, THEREFORE, by this instrument the Lessor leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms the ownership interest and/or security interest of Lessor in the Cars and accepts the terms and conditions of the Lease which are incorporated by reference as if fully set forth herein.

SIGNATURES TO FOLLOW

J. R. SIMPLOT COMPANY

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

STATE OF IDAHO)
) ss:
COUNTY OF Ada)

On this 26th day of March, 2008, before me, a Notary Public in and for said State, personally appeared Amber H. Post, known or identified to me to be the VP & Treasurer of the corporation that executed the within instrument or the person who executed the within instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Vivian L. Stoker
Notary Public for Idaho
Residing at: Ada, Co., ID
My Commission Expires: 8-12-2010

EXHIBIT "A"

RAILCARS

Seventy-seven (77) Union Tank 111A100W1 tank cars with rubber linings
and the following numbers:

JRSX	11130	11193	11211	11229	11248
	11175	11194	11212	11231	11249
	11176	11195	11213	11232	11250
	11178	11196	11214	11233	11251
	11179	11197	11215	11234	11252
	11180	11198	11216	11235	
	11181	11199	11217	11236	
	11182	11200	11218	11237	
	11183	11201	11219	11238	
	11184	11202	11220	11239	
	11185	11203	11221	11240	
	11186	11204	11222	11241	
	11187	11205	11223	11242	
	11188	11206	11224	11243	
	11189	11207	11225	11244	
	11190	11208	11226	11245	
	11191	11209	11227	11246	
	11192	11210	11228	11247	

Eighty-six (86) Trinity Industries rail cars with Smith Corrosion installed rubber liners and the following car numbers all beginning with JR SX:

10143	10187	10209	10232
10149	10188	10210	10233
10166	10189	10211	10234
10167	10190	10212	10235
10168	10191	10213	10236
10169	10192	10214	10237
10170	10193	10215	10238
10171	10194	10216	10239
10172	10195	10217	10240
10174	10196	10218	10241
10175	10197	10219	10242
10176	10198	10220	10244
10177	10199	10221	10245
10178	10200	10222	10246
10179	10201	10223	10247
10180	10202	10224	10248
10181	10203	10225	10249
10182	10204	10226	10250
10183	10205	10228	10251
10184	10206	10229	10252
10185	10207	10230	
10186	10208	10231	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/28/08



Robert W. Alvord