

RECORDATION NO 24306 C FILED

APR 01 '08

2-45 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

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 March 25, 2008, 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 Surface Transportation Board 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
---------	--	---------	---

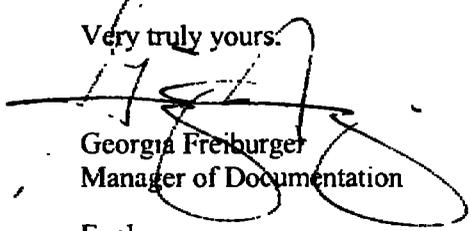
A description of the railroad equipment covered by the enclosed document is two (2) 5660 cu. ft. capacity, covered hopper cars, with FURX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$35.00 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 (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(AMIT006)

ASSGN. NO.: AMIT006

APR 01 '08

2-45 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25 day of March, 2008, 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, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 25, 2008, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 28th day of March, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREISURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of March, 2008.

Georgia Freisurger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

AMERICAN ITALIAN PASTA COMPANY

ATTEST:

By: Herri Adkins

Name: Herri Adkins

Title: Mgr. Mill Mat.

By: [Signature]

Name: Pamela J. Lane

Title: Legal Services Manager

Executed on this 12th day of MARCH 2008.

[CORPORATE SEAL]

STATE OF MO

COUNTY OF CLAY

I, GALE D. VOGT, a Notary Public of the County and State aforesaid, certify that KERRI ADKINS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of MARCH 2008.

[Signature]
Notary Public

Commission Expires:

12-25-2010
(Notary Public)

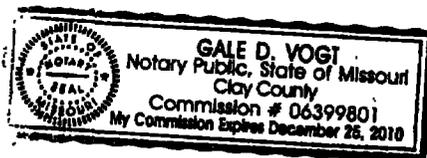


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: Trinity built new, 5660 cu. ft. capacity, pressure differential covered hopper cars, 286 TWR. (Car Type: C614)

CAR NUMBERS:

FURX 893572
FURX 893579