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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A LESTER

November 13, 2008

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

Re: Rider 59

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 Lease Agreement, dated as of November 11, 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: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Lessee: Cargill, Inc.  
15615 McGinty Road West  
Wayzata, Minnesota 55391

Anne K. Quinlan, Esq.  
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A description of the railroad equipment covered by the enclosed document is:

169 quadruple covered hopper cars within the following series as more particularly set forth in the equipment schedule attached to the document:

TILX 638554 - TILX 638908  
TILX 639202  
TILX 639247  
TILX 639998 - TILX 640539  
TILX 641357 - TILX 641371  
TILX 645750 - TILX 645865  
TILX 648213 - TILX 648285

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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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**MEMORANDUM OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement made and entered into on November 11, 2008 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

Lessor and Cargill, Inc., a Delaware corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated May 17, 1979, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each rider incorporated therein.

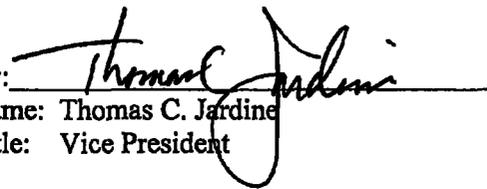
Lessor and Lessee have executed Rider Fifty-Nine (59) to Railroad Car Lease Agreement, effective March 20, 2007 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.



[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING  
COMPANY**

By:   
Name: Thomas C. Jardine  
Title: Vice President

Executed on this 11<sup>th</sup> day of November, 2008

[Memorandum of Lease Agreement]

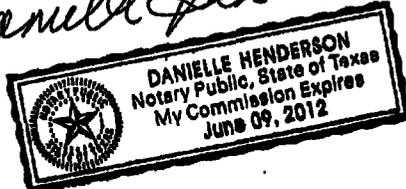
STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

On this, the 11<sup>th</sup> day of November, 2008, before a Notary Public in and for said County and State personally appeared Thomas C. Jardine, who being by me duly sworn, says that he is a Vice President of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on November 11, 2008 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above metnioned.

MY COMMISSION EXPIRES: 6/9/2012 Notary Public

*Danielle Henderson*



**EXHIBIT A**

**Equipment:** 6,351 cubic foot Quadruple Covered Hopper Cars

**Quantity:** One Hundred Sixty-nine (169)

Road Numbers:	Mark	Mark	Mark	Mark
1	TILX 638554	44 TILX 640001	87 TILX 645753	130 TILX 648216
2	TILX 638559	45 TILX 640002	88 TILX 645755	131 TILX 648217
3	TILX 638560	46 TILX 640003	89 TILX 645756	132 TILX 648218
4	TILX 638565	47 TILX 640004	90 TILX 645757	133 TILX 648219
5	TILX 638571	48 TILX 640005	91 TILX 645759	134 TILX 648220
6	TILX 638591	49 TILX 640007	92 TILX 645761	135 TILX 648221
7	TILX 638593	50 TILX 640008	93 TILX 645763	136 TILX 648222
8	TILX 638605	51 TILX 640010	94 TILX 645767	137 TILX 648223
9	TILX 638609	52 TILX 640011	95 TILX 645769	138 TILX 648224
10	TILX 638611	53 TILX 640012	96 TILX 645772	139 TILX 648225
11	TILX 638613	54 TILX 640014	97 TILX 645778	140 TILX 648226
12	TILX 638619	55 TILX 640017	98 TILX 645779	141 TILX 648227
13	TILX 638627	56 TILX 640018	99 TILX 645783	142 TILX 648228
14	TILX 638641	57 TILX 640075	100 TILX 645792	143 TILX 648229
15	TILX 638645	58 TILX 640076	101 TILX 645797	144 TILX 648230
16	TILX 638773	59 TILX 640077	102 TILX 645800	145 TILX 648231
17	TILX 638774	60 TILX 640080	103 TILX 645802	146 TILX 648232
18	TILX 638780	61 TILX 640091	104 TILX 645804	147 TILX 648233
19	TILX 638783	62 TILX 640094	105 TILX 645814	148 TILX 648234
20	TILX 638784	63 TILX 640095	106 TILX 645822	149 TILX 648235
21	TILX 638819	64 TILX 640096	107 TILX 645824	150 TILX 648236
22	TILX 638820	65 TILX 640097	108 TILX 645825	151 TILX 648237
23	TILX 638821	66 TILX 640098	109 TILX 645826	152 TILX 648238
24	TILX 638829	67 TILX 640099	110 TILX 645828	153 TILX 648239
25	TILX 638832	68 TILX 640100	111 TILX 645829	154 TILX 648240
26	TILX 638833	69 TILX 640103	112 TILX 645832	155 TILX 648241
27	TILX 638834	70 TILX 640111	113 TILX 645834	156 TILX 648242
28	TILX 638835	71 TILX 640112	114 TILX 645836	157 TILX 648243
29	TILX 638836	72 TILX 640113	115 TILX 645837	158 TILX 648244
30	TILX 638839	73 TILX 640155	116 TILX 645839	159 TILX 648248
31	TILX 638850	74 TILX 640160	117 TILX 645840	160 TILX 648250
32	TILX 638851	75 TILX 640170	118 TILX 645841	161 TILX 648263
33	TILX 638852	76 TILX 640179	119 TILX 645845	162 TILX 648265
34	TILX 638853	77 TILX 640190	120 TILX 645848	163 TILX 648266
35	TILX 638856	78 TILX 640473	121 TILX 645849	164 TILX 648267
36	TILX 638857	79 TILX 640483	122 TILX 645850	165 TILX 648270
37	TILX 638864	80 TILX 640539	123 TILX 645851	166 TILX 648272
38	TILX 638901	81 TILX 641357	124 TILX 645857	167 TILX 648276
39	TILX 638908	82 TILX 641360	125 TILX 645858	168 TILX 648278
40	TILX 639202	83 TILX 641362	126 TILX 645865	169 TILX 648285
41	TILX 639247	84 TILX 641365	127 TILX 648213	
42	TILX 639998	85 TILX 641371	128 TILX 648214	
43	TILX 639999	86 TILX 645750	129 TILX 648215	

**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: 11/13/08



\_\_\_\_\_  
Robert W. Alvord