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SURFACE TRANSPORTATION BOARD



May 23, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Rider No. 1 to the Master Lease Agreement dated as of February 8, 2012 between the following parties:

Lessee:	Monsanto Company 800 N. Lindbergh Blvd. St. Louis, MO 63167
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (47) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 1 to the Master Lease Agreement dated as of February 8, 2012 related to forty-seven (47) railcars bearing reporting marks: DJTX542001 through DJTX542047, inclusive.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

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MEMORANDUM OF RIDER NO. 1 TO THE
MASTER LEASE AGREEMENT

~~SURFACE TRANSPORTATION BOARD~~

This MEMORANDUM OF RIDER NO. 1 TO THE MASTER LEASE AGREEMENT ("Memorandum of Lease") entered into this 8th day of February, 2012, is intended to evidence the Master Lease Agreement dated as of February 8, 2012 and subsequent Rider Number 1 to the Master Lease Agreement dated February 8, 2012 (collectively, the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and MONSANTO COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the forty-seven (47) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below each signature.

THE DAVID J. JOSEPH COMPANY

By: Kelley C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance - Brokerage

Date: February 8, 2012

MONSANTO COMPANY

By: Lawrence Collins

Name: LAWRENCE COLLINS

Title: PERMISSIVE, LEAD-TRANSPORTATION

Date: February 9, 2012

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 8th day of February, 2012, by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147 03 O.R.C

STATE OF Missouri)
) SS:
COUNTY OF St. Louis)

The foregoing instrument was acknowledged before me this 9th day of February, 2012, by LAWRENCE COLLINS, the PURCHASING LEAD TRANSPORTATION of Monsanto Company, a Delaware corporation, on behalf of the corporation.

Joan F. Wangelmo
Notary Public

My Commission expires:



EXHIBIT A

To the Memorandum of Lease dated February 8, 2012, between The David J. Joseph Company and Monsanto Company.

DESCRIPTION OF UNITS

Forty-seven (47), railcars bearing reporting marks as follows:

DJTX542004
DJTX542007
DJTX542009
DJTX542032
DJTX542037
DJTX542044
DJTX542001
DJTX542002
DJTX542003
DJTX542006
DJTX542010
DJTX542011
DJTX542012
DJTX542014
DJTX542015
DJTX542017
DJTX542021
DJTX542024
DJTX542025
DJTX542027
DJTX542028
DJTX542030
DJTX542031
DJTX542035
DJTX542038
DJTX542040
DJTX542041
DJTX542042
DJTX542046
DJTX542005
DJTX542008
DJTX542013
DJTX542016
DJTX542018
DJTX542019
DJTX542020
DJTX542022
DJTX542023
DJTX542026
DJTX542029
DJTX542033
DJTX542034
DJTX542036
DJTX542039
DJTX542043
DJTX542045
DJTX542047