

RECORDATION NO 28078-A FILED

NOV 13 '09

10-39 AM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>ND</sup> DAY AIR

FIRST UNION RAIL

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

Tel. 847.318.7575  
Fax. 847.318.7588



November 9, 2009

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 October 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cereal Food Processors, Inc.  
2001 Shawnee Mission Parkway  
Shawnee Mission, KS 66205

A description of the railroad equipment covered by the enclosed document is for twelve (12) 5150 cu. ft. capacity covered hopper cars having FURX and NDYX 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 \$41.00 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(CEFO002)

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ASSGN. NO.: CEFO002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of October, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CEREAL FOOD PROCESSORS, INC., ("Lessee"), a Kansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 23, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No.2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 13, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & ...

Title: \_\_\_\_\_

By: Janica L. Enolon

Name: Janica L. Enolon

Title: Manager of Documentation

Executed on this 23<sup>rd</sup> day of OCTOBER, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 23<sup>rd</sup> day of October, 2009.

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



LESSEE:

CEREAL FOOD PROCESSORS, INC.

ATTEST:

By: Ken Bisping

Name: Ken Bisping

Title: Director of Logistics

By: Shelly Lucito

Name: Shelly Lucito

Title: Transp. & Logistics  
Coord.

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Kansas

COUNTY OF Johnson

I, Lorene Rose, a Notary Public of the County and State aforesaid, certify that Ken Bisping 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 21 day of Oct, 2009.

Lorene Rose  
Notary Public

Commission Expires:

10-05-2010  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 5150 cu. ft. capacity covered hopper cars equipped with gravity gates and trough hatches.

CAR NUMBERS:

FURX 840235  
FURX 840544  
FURX 840546  
FURX 843131  
FURX 843608  
FURX 843651  
FURX 843678  
FURX 843695  
NDYX 515375  
NDYX 515702  
NDYX 515879  
NDYX 516132