

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS

**FIRST
UNION**

April 2, 1999

RECORDATION NO. 22097 FILED

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

APR 5 '99

11-30AM



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 23, 1998, 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: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ag Grow Oils
1515 W. Main St.
Carrington, ND 58421

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

(AGGR003)

EXHIBIT A
to
RIDER NO. 3

RECORDATION NO. 22097 FILED

APR 5 '99 11-30AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of February, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and AG GROWS OIL ("Lessee"), a _____ corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of December 23, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 3, 1998, 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: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: MANAGER- DOCUMENTATION

By: Richard E. Seymour
Name: RICHARD E. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 23rd day of February, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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

WITNESS my hand and official stamp or seal, this 23rd day of February, 19 99.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

[NAME OF LESSEE]

ATTEST:

By: Sara Anderson
Name: Sara Anderson
Title: Logistical & Merch. Assist

By: _____
Name: _____
Title: _____

Executed on this 25 day of February, 1999.

[CORPORATE SEAL]

STATE OF North Dakota
COUNTY OF Foster

I, ROBIN A. ANDERSON, a Notary Public of the County and State aforesaid, certify that SARA ANDERSON personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of FEBRUARY, 1999.

Robin A. Anderson
Notary Public

My Commission Expires:

(Notary Public)

ROBIN A. ANDERSON
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires OCT. 4, 2000

EXHIBIT A
to
MEMORANDUM OF LEASE

DESCRIPTION OF RAILCARS TO BE PROVIDED

Four (4) 21,000 gallon interior coiled, insulated, tank cars
TGOX 2205, 2221, 2242, 2264