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December 3, 1999

RECORDATION NO. 22320-14 FILED
DEC 3 '99 3:42 PM

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of November 24, 1999. The primary document to which this is connected is recorded under Recordation No. 22320. We request that one copy of this document be recorded under Recordation No. 22320-K.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

J.R. Simplot Company
323 Lafond Street
Caldwell, ID 83605

A description of the equipment covered by the Memorandum of Lease Agreement consists of 16 tank cars numbered JRSX 10159-10161, inclusive, 10163-10166, inclusive, 10168, 10169, 11145-11147, inclusive, 11150, and 11158-11160, inclusive.

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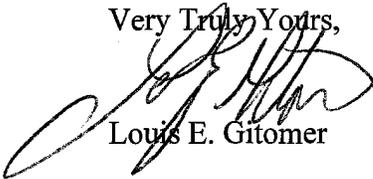
Honorable Vernon A. Williams
December 3, 1999
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and J.R. Simplot Company, 323 Lafond Street, Caldwell, ID 83605, covering 16 tank cars numbered JRSX 10159-10161, inclusive, 10163-10166, inclusive, 10168, 10169, 11145-11147, inclusive, 11150, and 11158-11160, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosures

RECORDATION NO. 22300-K FILED

DEC 3 '99 3:42 PM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

J.R. SIMPLOT COMPANY
November 24, 1999

Memorandum of a Lease Agreement made and entered into as of November 24, 1999 by and between Banc One Leasing Corporation ("Lessor") and J.R. Simplot Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By:

Erin Adams

Title:

Funding Authority

Date:

11/29/99

Lessee: J.R. Simplot Company

By:

Thomas A. [Signature]

Title:

Vice President & Treasurer

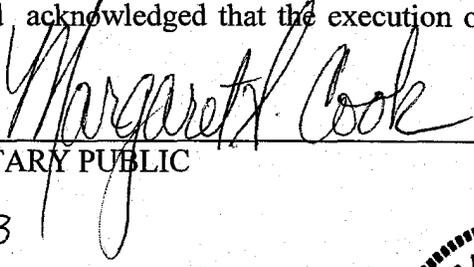
Date:

11/24/99

STATE OF IDAHO

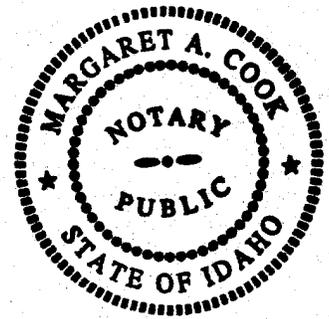
COUNTY OF ADA

On this 24 day of November, 1999, before me personally appeared Thomas J. Sorge, to me personally known, who being by me duly sworn, says that he/she is the Vice President and Treasurer of J.R. Simplot Company that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his/her free act and deed.



NOTARY PUBLIC

My commission expires: 8/26/2003



STATE OF Ohio

COUNTY OF Delaware

On this 29 day of November, 1999, before me personally appeared Erin Adams, to me personally known, who being by me duly sworn, says that ~~he~~ she is the Funding Authority of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his/her free act and deed.

Susan J. Scheeder
NOTARY PUBLIC

My commission expires: 12-8-2000



Susan J. Scheeder
Notary Public, State of Ohio
My Commission Expires Dec. 8, 2000

EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

J.R. SIMPLOT COMPANY

Four (7) Union Tank Rail Cars bearing the following marks and numbers

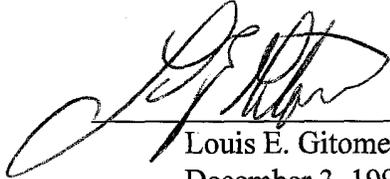
JRSX 11146,47,50,45,58,59,60

Four (9) Trinity Industries, Inc. Cars bearing the following marks and numbers

JRSX 10159-61,63-66,68,69

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of November 24, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 3, 1999