

# MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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CHARLOTTE, NORTH CAROLINA 28202-4003

RECORDATION NO. 20918

TELEPHONE 704-331-1000  
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DIRECT FACSIMILE  
704-378-1944

RECORDATION NO. 20917 FILED

OCT 2 '97

2-37 PM

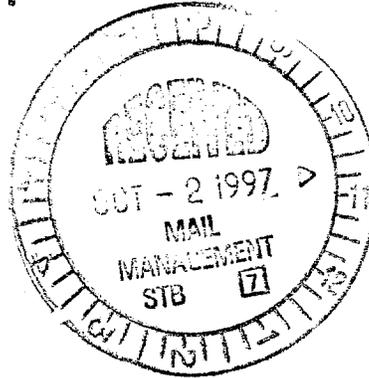
October 1, 1997

OCT 2 '97

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VIA FEDERAL EXPRESS

Secretary Vernon A. Williams  
Surface Transportation Board  
1925 K Street, NW  
Suite 700  
Washington, DC 20423



OCT 2 2 37 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

**RE: *Recordation of Memoranda of Lease Agreements dated September 30, 1997 for Exxon Chemical Americas/First Security Bank, National Association (the "Exxon Transaction") and for Farmers Commodities Transportation Company, L.L.C./First Union Rail Corporation (the "Farmers Commodities Transaction")***

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) original Memoranda of Lease Agreement, two (2) dated September 30, 1997, (referencing the Exxon Transaction Lease Supplement No. 4) and two (2) dated September 30, 1997, (referencing the Farmers Commodities Transaction Lease Supplement No. 6). Each is a primary document as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by each of the enclosed documents is set forth on Schedule I (referencing the Exxon Transaction Lease Supplement No. 4) and Schedule II (referencing the Farmers Commodities Transaction Lease Supplement No. 6), attached hereto. Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the combined recordation fees.

Please return one (1) stamped original of each of each of the enclosed documents to me in the enclosed Business Reply Mail envelope.

Secretary Vernon A. Williams  
Surface Transportation Board  
October 1, 1997  
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If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-2444.

Respectfully,

MOORE & VAN ALLEN, PLLC

A handwritten signature in black ink, appearing to read "Stephen D. Pillow", written over the firm name.

Stephen D. Pillow  
Legal Assistant

sdp  
Enclosures

cc: Robert I. Kenny, Esq. (without enclosures)

## SCHEDULE II

### DESCRIPTION OF EQUIPMENT Farmers Commodities Transaction (September 30, 1997)

DESCRIPTION OF UNITS: Fifty (50) 5,161 cubic foot capacity, 111-ton triple covered  
hoppers

#### REPORTING MARKS AND CAR NUMBERS:

FCTX 1050	FCTX 1067	FCTX 1084
FCTX 1051	FCTX 1068	FCTX 1085
FCTX 1052	FCTX 1069	FCTX 1086
FCTX 1053	FCTX 1070	FCTX 1087
FCTX 1054	FCTX 1071	FCTX 1088
FCTX 1055	FCTX 1072	FCTX 1089
FCTX 1056	FCTX 1073	FCTX 1090
FCTX 1057	FCTX 1074	FCTX 1091
FCTX 1058	FCTX 1075	FCTX 1092
FCTX 1059	FCTX 1076	FCTX 1093
FCTX 1060	FCTX 1077	FCTX 1094
FCTX 1061	FCTX 1078	FCTX 1095
FCTX 1062	FCTX 1079	FCTX 1096
FCTX 1063	FCTX 1080	FCTX 1097
FCTX 1064	FCTX 1081	FCTX 1098
FCTX 1065	FCTX 1082	FCTX 1099
FCTX 1066	FCTX 1083	

OCT 2 '97 2-37 PM

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of September 30,, 1997, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("Lessor") and FARMER'S COMMODITIES TRANSPORTATION COMPANY, L.L.C., a Delaware limited liability company ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Master Equipment Lease Agreement dated November 1, 1996, (the "Lease") and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION RAIL CORPORATION

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

FARMER'S COMMODITIES  
TRANSPORTATION COMPANY, L.L.C.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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FIRST UNION RAIL CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FARMER'S COMMODITIES  
TRANSPORTATION COMPANY, L.L.C.

By: Robert Mortensen  
Name: Robert Mortensen  
Title: President

STATE OF ILLINOIS

COUNTY OF COOK

I, ROBERT C. HAMILTON JR., a Notary Public in and for said state and county, do hereby certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 30<sup>th</sup> day of Sept., 1997.

Robert C. Hamilton Jr.  
Notary Public

My commission expires: 6/8/2000



[NOTARY SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public in and for said state and county, do hereby certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

[NOTARY SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public in and for said state and county, do hereby certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

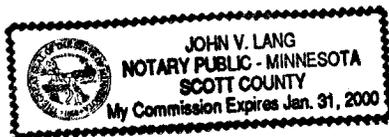
[NOTARY SEAL]

STATE OF Minnesota

COUNTY OF Hennepin

I, John Lang, a Notary Public in and for said state and county, do hereby certify that Robert Mortenson personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 26th day of September, 19 97.



John V. Lang  
Notary Public

My commission expires: \_\_\_\_\_

[NOTARY SEAL]

## SCHEDULE I

### DESCRIPTION OF EQUIPMENT (September 30, 1997)

Fifty (50) 5,161 cubic foot capacity, 111-ton triple covered hopper rail  
marked and number:

FCTX 1050	FCTX 1067	FCTX 1084
FCTX 1051	FCTX 1068	FCTX 1085
FCTX 1052	FCTX 1069	FCTX 1086
FCTX 1053	FCTX 1070	FCTX 1087
FCTX 1054	FCTX 1071	FCTX 1088
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