

**First Union Rail Corporation**

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

VIA FEDERAL EXPRESS



March 2, 1999

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

RECORDATION NO. 22058 FILED

MAR 3 '99 9-00 AM



**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

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, 1999, 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: Cenex Harvest States Cooperatives  
5600 Cenex Drive  
Inver Grove Heights, MN 55077

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 - Documentation

Enclosures

(HVST024)

EXHIBIT A  
to  
RIDER NO. 11

RECORDATION NO. 22058 FILED

MEMORANDUM OF LEASE      MAR 3 '99      9-00AM

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 Cenex Harvest States Cooperatives ("Lessee"), a MINNESOTA corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 15, 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: [Signature]  
Name: K.A. Dombrowski  
Title: MANAGER - DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 23rd day of February 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 23<sup>rd</sup> day of February, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

CENEX HARVEST STATES COOPERATIVES

ATTEST:

By: Mark L Palmquist  
Name: Mark L Palmquist  
Title: Sr. V.P.

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

Executed on this 16<sup>th</sup> day of February, 1999.

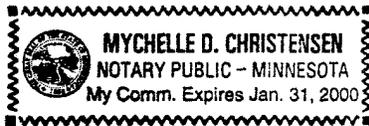
[CORPORATE SEAL]

STATE OF MINNESOTA

COUNTY OF RAMSEY

I, Mychelle Christensen, a Notary Public of the County and State aforesaid, certify that Mark L. Palmquist 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 16<sup>th</sup> day of February, 1999.



Mychelle Christensen  
Notary Public

My Commission Expires:

Jan. 31, 2000  
(Notary Public)

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

Ninty-two (92) 100 ton  
4750 cu. ft.  
Covered Hoppers

## NOVEMBER

1	CBRY	4289	FURX	827625	NDYX	475171
2	CBRY	4294	NDYX	475130	NDYX	475172
3	CBRY	4296	NDYX	475131	NDYX	475173
4	CBRY	4297	NDYX	475132	NDYX	475175
5	CBRY	4300	NDYX	475133	NDYX	475176
6	CBRY	4301	NDYX	475134	NDYX	475177
7	CBRY	4306	NDYX	475135	NDYX	475178
8	CBRY	4307	NDYX	475136	NDYX	475179
9	CBRY	4308	NDYX	475137		
10	CBRY	4309	NDYX	475138		92
11	CBRY	4310	NDYX	475139		
12	CBRY	4313	NDYX	475140		
13	CBRY	4314	NDYX	475141		
14	CBRY	4319	NDYX	475142		
15	CBRY	4323	NDYX	475143		
16	CBRY	4326	NDYX	475144		
17	CBRY	4328	NDYX	475145		
18	CBRY	4329	NDYX	475146		
19	CBRY	4332	NDYX	475147		
20	CBRY	4333	NDYX	475148		
21	CBRY	4340	NDYX	475149		
22	CBRY	4341	NDYX	475150		
23	CBRY	4344	NDYX	475151		
24	CBRY	4346	NDYX	475152		
25	CBRY	4349	NDYX	475153		
26	CBRY	4350	NDYX	475154		
27	CBRY	4356	NDYX	475155		
28	CBRY	4357	NDYX	475156		
29	CBRY	4358	NDYX	475157		
30	CBRY	4360	NDYX	475158		
31	CBRY	4361	NDYX	475159		
32	CBRY	4362	NDYX	475160		
33	CBRY	4364	NDYX	475161		
34	CBRY	4366	NDYX	475162		
35	CBRY	4367	NDYX	475163		
36	CBRY	4369	NDYX	475164		
37	CBRY	4370	NDYX	475165		
38	CBRY	4374	NDYX	475166		
39	CBRY	4379	NDYX	475167		
40	CBRY	4381	NDYX	475168		
41	CBRY	4385	NDYX	475169		
42	CBRY	4386	NDYX	475170		