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January 28, 1999

RECORDATION NO. 2200-3 FILED

JAN 29 '99 10-30AM

VIA FEDEX

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, DC 20423

Re: Documents to be Recorded Pursuant to 49 U.S.C. § 11301

Ladies and Gentlemen:

Please file in the records of the Surface Transportation Board the enclosed original Memorandum of Lease relating to certain railcars described further below. Also enclosed is a Hahn Loeser & Parks check in the amount of \$26.00 to cover the filing fee. The index information for the Memorandum of Lease is as follows:

Railcars: 53- 1998 Trinity model # 30-255-5 25,498 gallon capacity tank railcars bearing reporting marks listed in the Memorandum of Lease.

Lessor: ICX Corporation
Three Summit Park Drive
Cleveland, OH 44131

Lessee: Cenex Harvest States Cooperatives
5500 Cenex Drive
Inver Grove Heights, MN 55077

Interest: The Railcars are owned by ICX Corporation and leased to Cenex Harvest States Cooperatives.

Please file the original Memorandum of Lease and return the three copies, time and date-stamped, for our records in the enclosed self-addressed return envelope. If you have any questions, please call me at the direct dial number listed above. Thank you for your attention to this matter.

Sincerely,



Candace M. Jones

cc: ICX Corporation
Cenex Harvest States Cooperatives

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Candance M. Jones
Hahn Loser, Parks LLP
3300 BP America Building
200 Public Square
Cleveland, Ohio 44114-2301

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/29/99 at 10:30AM, and
assigned recordation numbers (s): 22003.

Sincerely Yours,


Vernon A. Williams

Enclosure(s)

26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



MEMORANDUM OF LEASE JAN 29 '99 10-30AM

This Memorandum of Lease is entered into as of the 29th day of January, 1999, by and between ICX Corporation, an Ohio corporation having its principal place of business at Three Summit Park Drive, Suite 200, Cleveland, Ohio 44131 ("Lessor") and Cenex Harvest States Cooperatives, a Minnesota corporation having its principal place of business at 5500 Cenex Drive, Inver Grove Heights, Minnesota 55077 ("Lessee").

1. Lessor is the owner of 53 Trinity model #30-255-5, 25,498 gallon capacity tank railcars bearing railroad reporting marks as follows (collectively, the "Railcars"):

CHSX 255001	CHSX 255026	CHSX 255055	CHSX 255081
CHSX 255002	CHSX 255027	CHSX 255056	CHSX 255082
CHSX 255003	CHSX 255030	CHSX 255058	CHSX 255083
CHSX 255009	CHSX 255031	CHSX 255060	CHSX 255086
CHSX 255010	CHSX 255032	CHSX 255063	CHSX 255088
CHSX 255011	CHSX 255034	CHSX 255064	CHSX 255090
CHSX 255013	CHSX 255038	CHSX 255067	CHSX 255091
CHSX 255016	CHSX 255041	CHSX 255068	CHSX 255093
CHSX 255019	CHSX 255043	CHSX 255071	CHSX 255094
CHSX 255020	CHSX 255046	CHSX 255073	CHSX 255095
CHSX 255022	CHSX 255048	CHSX 255074	CHSX 255096
CHSX 255023	CHSX 255049	CHSX 255076	
CHSX 255024	CHSX 255052	CHSX 255078	
CHSX 255025	CHSX 255054	CHSX 255080	

2. Lessor and Lessee have entered into a Lease Agreement dated January 29, 1999, pursuant to which Lessor will lease the Railcars to Lessee for an initial term of fifteen years commencing February 1, 1999.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged in the presence of: Roberta L. Evans

Jon B. Refrany

Signed and acknowledged in the presence of: _____

ICX CORPORATION, Lessor
By: Michael R. Babbitt
Name/Title: **MICHAEL R. BABBITT**
SENIOR VICE PRESIDENT

CENEX HARVEST STATES COOPERATIVES, Lessee
By: John Schmitz
Name/Title: **John Schmitz**
Vice President - Finance

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael Babbett, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 19 day of January, 1999.



Notary Public

Roberta L. Evans
Notary Public
My Commission Expires
November 13, 1999

