

MOORE & VAN ALLEN, PLLC

JAN 26 '98

11-25 AM

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January 23, 1998

VIA FEDERAL EXPRESS

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

Re: **Recordation of Memorandum of Lease Agreement dated February 4, 1997**

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original Memorandum of Lease Agreement dated February 4, 1997. It is a primary document as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto. Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the recordation fee.

Please return the stamped original document to the undersigned. A Business Reply Mail envelope is enclosed for your convenience. 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



Stephen D. Pillow
 Legal Assistant

sdp
 Enclosures

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

RECEIVED
 SURFACE TRANSPORTATION
 BOARD

JAN 26 11 25 AM '98

SCHEDULE I

DESCRIPTION OF EQUIPMENT
(February 4, 1997)

DESCRIPTION OF UNITS: One hundred fifty (150) 5,161 cubic foot capacity, 111-ton triple covered hopper railcars.

REPORTING MARKS: FCTX

CAR NUMBERS: 900 through 1049

MEMORANDUM OF LEASE AGREEMENT ~~JAN~~ 26 '98 11-25 AM

THIS MEMORANDUM OF LEASE AGREEMENT dated as of February 4, 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: John J. Thomas
Name: John J. Thomas
Title: PRESIDENT

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 Mortenson
Name: Robert Mortenson
Title: President

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, do hereby certify that John J. Thomas 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 day of January, 1997.

Michelle Berg
Notary Public

My commission expires: 7/18/98



[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 Scott

I, John V. 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 3rd day of February, 1997.

John V. Lang - 2/3/97
Notary Public

My commission expires:



[NOTARY SEAL]

SCHEDULE I

DESCRIPTION OF EQUIPMENT (February 4, 1997)

100	5161 Cubic Foot Triple Covered Hopper Railroad Cars Reporting marks: FCTX Running Numbers: 900-999
50	5161 Cubic Foot Triple Covered Hopper Railroad Cars Reporting marks: FCTX Running Numbers: 1000-1049