

RECORDATION NO. 21364 FILED

APR 30 '98 11-05 AM

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 30, 1998

RECORDATION NO. 21364-A FILED

APR 30 '98 11-05 AM

APR 30 11 05 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Master Equipment Lease Agreement, dated as of April 30, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Assignment and Bill of Sale, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement

Primary →

Lessor: Fleet Capital Corporation
50 Kennedy Plaza
5th Floor
Providence, Rhode Island 02903

Lessee: Minnesota Corn Processors
901 North Highway 59
Marshall, Minnesota 56258

Counterparts to K. Bartman

Mr. Vernon A. Williams
April 30, 1998
Page 2

Assignment and Bill of Sale

Assignor: Fleet Capital Corporation
50 Kennedy Plaza
5th Floor
Providence, Rhode Island 02903

Assignee: Heller Financial Leasing, Inc.
900 Circle 75 Parkway N.W.
Suite 1600
Atlanta, Georgia 30339

A description of the railroad equipment covered by the enclosed documents is:

one hundred (100) railcars bearing DMIX reporting marks and road numbers within the series 191000 through 191109

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures



50 Kennedy Plaza; 5th Floor
Providence, Rhode Island 02903-2305

RECORDATION NO. 21364 FILED

APR 30 '98 11-05 AM

FILED AND RECORDED WITH THE DEPARTMENT OF TRANSPORTATION

on: _____
at: _____
and given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of April 30, 1998 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Minnesota Corn Processors, a Minnesota cooperative ("Lessee"), as such agreement related to Lease Schedule No. 31818-19 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, one hundred (100) 19,636 gallon, 116-1/4 ID, coiled & insulated railroad tank cars, AAR211A100W1 Model # 36-176-6 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: _____

Lessor:
Fleet Capital Corporation
By: David R. Cournoyer
Name: **DAVID R. COURNOYER**
Title: **Vice President/Sr. Lender**

Lessee:
Minnesota Corn Processors
By: L. Dan Thompson
Name: **L. Dan Thompson**
Title: **President**

STATE OF: Minnesota

SS.

COUNTY OF: Lyon

On April 17, 1998 before me, Betty Gifford
(Notary Name and Title)

personally appeared L. Dan Thompson personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Betty Gifford
(Notary Seal)



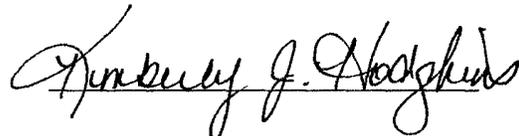
STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE)

ss:

April 27, 1998

On this the 27th day of April, 1998, before me, the undersigned officer, personally appeared David R. Cournoyer, who acknowledged himself to be a Vice President of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.



Notary Public

My Commission Expires:

KIMBERLY J. HODGKINS
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 1, 2001



SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Lease

With: Minnesota Corn Processors

Qty.	Manufacturer, Description	Running No.
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Depreciable Life of the Equipment is 7 years

Locations #1 & 2

Vendor: Trinity Industries, Inc.
 Invoice: 855253 Dated: 4/6/98
 041098 4/10/98

100	19,636 Gallon, 116-1/4 ID, Coiled & Insulated Railroad Tank Cars. AAR211A100W1, Model No. 36-176-6 Reporting Marks: DMIX	191000,191001,191003,191004, 191005,191006,191007,191008, 191009,191010,191011,191012, 191013,191014,191015,191016, 191018,191019,191020,191021, 191022,191023,191024,191025, 191026,191027,191028,191029, 191030,191031,191033,191034, 191035,191036,191037,191038, 191039,191040, 191041,191042, 191043,191045,191046,191047, 191048,191049,191050,191054, 191060,191061 191002,191017,191032,191044, 191051,191052,191053,191055, 191057,191058,191059,191062, 191063,191064,191065,191066, 191067,191069,191070,191071, 191072,191073,191074,191075, 191076,191077,191078,191079, 191080,191081,191083,191084, 191085,191087,191088,191089, 191090,191091,191092,191093, 191094,191095,191097,191098, 191100,191103,191104,191105, 191107,191109
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SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Lease

With: Minnesota Corn Processors

Qty.	Manufacturer, Description	Running No.
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WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: David R. Cournoyer

Name: **DAVID R. COURNOYER**

Title: Vice President/Sr. Lender

MINNESOTA CORN PROCESSORS

By: L. Dan Thompson

Name: L. Dan Thompson

Title: President