

**First Union
Commercial Corporation**
One First Union Center
Charlotte, North Carolina 28288-0738
704 374 4900

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAY 18 1 35 PM '98

RECORDATION NO 21422 FILED

MAY 18 '98 1-35 PM

**FIRST
UNION**

May 7, 1998

Secretary
Surface Transportation Board
Washington, DC 20423-0001

**RE: RELEASE OF EQUIPMENT SUBJECT TO EQUIPMENT LEASE AND
MEMORANDUM OF LEASE**

Dear Secretary:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Release of Equipment Subject to Equipment Lease and Memorandum of Lease, dated May 1, 1998, 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 documents are:

Lessor: First Union Commercial Corporation
One First Union Center
Charlotte, North Carolina 28288-0738

Lessee: Ag Processing Inc a cooperative
12700 West Dodge Road
Omaha, Nebraska 68103

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 \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very truly yours,

FIRST UNION COMMERCIAL CORPORATION

Linda H. Minter

Linda H. Minter
Vice President

Enclosure

LHM/vj

SURFACE TRANSPORTATION-equip release0511/docfiles

**SCHEDULE I
DESCRIPTION OF EQUIPMENT**

1. Number of Cars: 100
2. Description of Cars: 1996 ACF 5150 cubic foot hopper cars
3. Car Numbers and Marks: AGPX96300 through AGPX96399

MAY 18 '98

1-35 PM

RELEASE OF EQUIPMENT SUBJECT TO EQUIPMENT
LEASE AND MEMORANDUM OF LEASE
UNDER RECORDATION NO. 20291

THIS RELEASE OF EQUIPMENT SUBJECT TO EQUIPMENT LEASE AND MEMORANDUM OF LEASE is made as of May 1, 1998 by FIRST UNION COMMERCIAL CORPORATION ("Lessor") for the benefit of AG PROCESSING INC a cooperative ("Lessee").

WHEREAS, the Lessor entered into that certain Equipment Lease dated as of September 23, 1996 (the "Master Lease") pursuant to which Lessor leased to Lessee that certain equipment set forth on Schedule I attached hereto, and all additions thereto alterations thereof, replacements thereof and substitutions therefor (the "Equipment");

WHEREAS, a Memorandum of Lease (the "Memorandum of Lease") was filed and recorded with the Surface Transportation Board under recordation no. 20291 (hereinafter, the Master Lease together with the Memorandum of Lease, being referred to herein as the "Lease"); and

WHEREAS, on May 1, 1998 the Equipment was released from the terms of the Lease.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Lessor does hereby fully release the Equipment from the Lease.

IN WITNESS WHEREOF, Lessor has duly executed this Release of Equipment Subject to Equipment Lease and Memorandum of Lease as of the date first above written.

FIRST UNION COMMERCIAL CORPORATION

By: Linda H. Minter
Name: Linda H. Minter
Title: Vice President

STATE OF NC

COUNTY OF Meck

I, Nancy Stegall a Notary Public in and for said state and county, do hereby certify that Linda H. Minter personally appeared before me this day and acknowledged her due execution of the foregoing Release of Equipment Subject to Equipment Lease and Memorandum of Lease.

Witness my hand and official seal this 12th day of May, 1998.

Nancy Stegall
Notary Public

My commission expires: 8/8/98

[NOTARY SEAL]

SCHEDULE I

DESCRIPTION OF EQUIPMENT

One hundred (100) 1996 ACF 5150 cubic foot hopper cars
bearing marks AGPX96300 through AGPX96399