

Counter parts - J.A.L.

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

June 8, 1998

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 June 1, 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

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

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

RECORDATION NO. 21457 FILED

JUN 8 '98 3-10 PM

RECORDATION NO. 21457-AG FILED

JUN 8 '98 3-10 PM

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SURFACE TRANSPORTATION BOARD

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A → Assignment and Bill of Sale

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

Assignee: MetLife Capital Corporation
10900 NE 4th Street
Bellevue, WA 98004

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 191056 through 191207

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

JUN 8 '98 3:10PM

MEMORANDUM OF ASSIGNMENT AND BILL OF SALE AGREEMENT

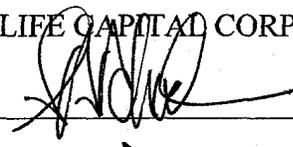
Memorandum of Assignment and Bill of Sale Agreement made and entered into as of June 5, 1998, by and between Fleet Capital Corporation ("Assignor") and MetLife Capital Corporation ("Assignee").

WITNESSETH

1. Assignor, as Lessor, leased to Minnesota Corn Processors, Inc. ("Lessee") railroad equipment bearing reporting marks and road numbers as set forth on Exhibit A attached hereto and made part hereof.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the dated and year first above written.

METLIFE CAPITAL CORPORATION

By 

Title VP

FLEET CAPITAL CORPORATION

By David R. Conroy

Title Vice President



EXHIBIT A TO MEMORANDUM OF ASSIGNMENT AND BILL OF SALE

Qty.	Manufacturer, Description	Running No.
	Vendor: Trinity Industries, Inc. Invoice: 858867 Dated: May 29, 1998	
100	19,636 Gallon, 116-1/4 ID, Coiled & Insulated Railroad Tank Cars. AAR211A100W1, Model No. 36-176-6 Reporting Marks: DMIX	191056, 191068, 191082, 191086 191096, 191099, 191101, 191102 191106, 191108, 191110, 191111, 191112, 191113, 191114, 191115 191116, 191117, 191118, 191119 191120, 191121, 191122, 191123, 191124, 191125, 191126, 191127, 191128, 191129, 191130, 191131, 191132, 191133, 191134, 191135, 191136, 191137, 191138, 191139, 191140, 191141, 191142, 191143, 191144, 191145, 191146, 191147, 191148, 191149, 191150, 191151, 191152, 191153, 191154, 191155, 191156, 191157, 191158, 191159, 191160, 191161, 191162, 191163, 191164, 191165, 191166, 191167, 191168, 191169, 191170, 191171, 191172, 191173, 191174, 191175, 191176, 191177, 191178, 191179, 191180, 191181, 191182, 191183, 191184, 191185, 191186, 191187, 191188, 191189, 191190, 191191, 191192, 191193, 191194, 191195, 191196, 191197, 191198, 191207

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: David R. Cournoyer

Name: DAVID R. COURNOYER

Title: Vice President/Sr. Lender

METLIFE CAPITAL CORPORATION

By: S. Rhodes

Name: S. Rhodes

Title: VP

STATE OF WASHINGTON

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) SS:

June 4, 1998

COUNTY OF KING

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On this the 4th day of June, 1998, before me, the undersigned officer, personally appeared Scott Rhodes, who acknowledged himself to be a Vice President of MetLife Capital Corporation, and that he 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 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 as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Rene F. Harrison

Notary Public

My Commission

Expires: 12/1/2001