

Country Club - Betty Mason

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ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 21522 FILED

JUL 21 '98 2-30 PM

July 21, 1998

RECORDATION NO. 21522-A FILED

JUL 21 '98 2-30 PM

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 July ____, 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

Mr. Vernon A. Williams
July 21, 1998
Page 2

Assignment and Bill of Sale

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

Assignee: Transamerica Business Credit Corporation
5080 Spectrum Drive
Suite 1100 West
Dallas, Texas 75248

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

one hundred (100) railcars bearing DMIX reporting marks and road numbers 191199 through 191299 (excluding 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,


for Robert W. Alvord

RWA/bg
Enclosures

JUL 21 '98

2-30 PM

MEMORANDUM OF ASSIGNMENT AND BILL OF SALE AGREEMENT

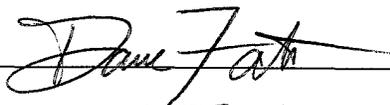
Memorandum of Assignment and Bill of Sale Agreement made and entered into as of July 14th, 1998, by and between Fleet Capital Corporation ("Assignor") and Transamerica Business Credit Corporation ("Assignee").

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.

TRANSAMERICA BUSINESS CREDIT CORPORATION

By 
 Title DAVE B. FATE
SENIOR VICE PRESIDENT

FLEET CAPITAL CORPORATION

By _____
 Title _____

STATE OF: TEXAS

SS.

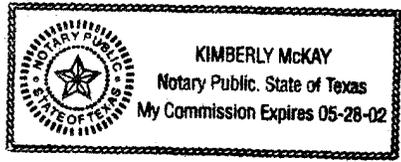
COUNTY OF: DALLAS

On July 15, 1998 before me, Kimberly McKay
(Notary Name and Title)

personally appeared Dave B. Fate 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: Kimberly McKay
(Notary Seal)





**SCHEDULE A
EQUIPMENT**

Attached hereto and made part of the following documents: Memorandum of Assignment and Bill of Sale Agreement

With: Minnesota Corn Processors, Inc. (31818-21)
Depreciable Life: Seven (7) Years.

Quantity	Model	Description	Running #
100	36-176-6	Locations 01 & 02 Vendor: Trinity Industries, Inc. 19,636 GALLON, 116-1/4 ID, COILED & INSULATED RAILROAD TANK CARS. AAR211A100W1, REPORTING MARKS: DMIX	191199, 191200, 191201, 191202, 191203, 191204, 191205, 191206, 191208, 191209, 191210, 191211, 191212, 191213, 191214, 191215, 191216, 191217, 191218, 191219, 191220, 191221, 191222, 191223, 191224, 191225, 191226, 191227, 191228, 191229, 191230, 191231, 191232, 191233, 191234, 191235, 191236, 191237, 191238, 191239, 191240, 191241, 191242, 191243, 191244, 191245, 191246, 191247, 191248, 191249, 191250, 191251, 191252, 191253, 191254, 191255, 191256, 191257, 191258, 191259, 191260, 191261, 191262, 191263, 191264, 191265, 191266, 191267, 191268, 191269, 191270, 191271, 191272, 191273,



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Quantity	Model	Description	Running #
			191274, 191275 191276, 191277, 191278, 191279, 191280, 191281, 191282, 191283, 191284, 191285, 191286, 191287, 191288, 191289, 191290, 191291, 191292, 191293, 191294, 191295, 191296, 191297, 191298, 191299

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

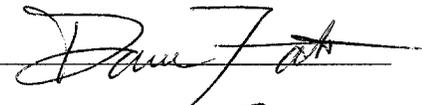
FLEET CAPITAL CORPORATION

By: _____

Name: _____

Title: _____

TRANSAMERICA BUSINESS CREDIT CORPORATION

By: 

Name: **DAVE B. FATE**

Title: **SENIOR VICE PRESIDENT**

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TRANSAMERICA BUSINESS CREDIT
CORPORATION

By _____

Title _____

FLEET CAPITAL CORPORATION

By Deborah M. Hayes

Title Vice President



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			191286, 191287,
			191288, 191289,
			191290, 191291,
			191292, 191293,
			191294, 191295,
			191296, 191297,
			191298, 191299

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: *Deborah M. Hayes*
DEBORAH M. HAYES

Name: _____

Title: Vice President

TRANSAMERICA BUSINESS CREDIT CORPORATION

By: _____

Name: _____

Title: _____