

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER  
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August 23, 1999

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 22322-A FILED

AUG 23 '99 2-20 PM

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of August 17, 1999. The primary document to which this is connected is recorded under Recordation No. 22322. We request that one copy of this document be recorded under Recordation No. 22322-A.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation  
1111 Polaris Parkway, Suite A3  
Columbus, OH 43065

Lessee:

AG Processing, Inc.  
P.O. Box 2047  
Omaha, NE 68103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 19 tank cars numbered AGPX 990016, 990017, 990025-990038, inclusive, 990041, 990043, and 990044.

BALL JANIK LLP

Honorable Vernon A. Williams

August 23 1999

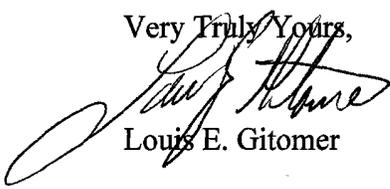
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and AG Processing, Inc., P.O. Box 2047, Omaha, NE 68103, covering 19 tank cars numbered AGPX 990016, 990017, 990025-990038, inclusive, 990041, 990043, and 990044.

Very Truly Yours,

  
Louis E. Gitomer

Enclosures

#2

RECORDATION NO. 22322-A FILED

AUG 23 '99

2-20 PM

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MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
BANC ONE LEASING CORPORATION ("LESSOR")

AND

AG PROCESSING, INC.  
August 17, 1999

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Memorandum of a Lease Agreement made and entered into as of August 17, 1999 by and between Banc One Leasing Corporation ("Lessor") and AG Processing, Inc. ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

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

Lessor: Banc One Leasing Corporation

By: 

Title: Officer

Date: 8-17-99

Lessee: AG Processing Inc.

By: 

Title: K.S. Grubbe  
Ag Processing Inc a cooperative  
CEO/Group VP Finance  
Assistant Secretary/Treasurer

Date: August 17, 1999



EXHIBIT A  
TO  
MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
BANC ONE LEASING CORPORATION ("LESSOR")

AND

AG PROCESSING, INC.

19 Union Tank Rail Cars bearing the following marks and numbers

AGPX	990016
AGPX	990026
AGPX	990027
AGPX	990028
AGPX	990029
AGPX	990030
AGPX	990031
AGPX	990032
AGPX	990033
AGPX	990035
AGPX	990017
AGPX	990025
AGPX	990034
AGPX	990036
AGPX	990037
AGPX	990038
AGPX	990041
AGPX	990043
AGPX	990044

STATE OF

COUNTY OF

On this 20 day of Aug, 1999, before me personally appeared Timothy Ellerbrock me personally known, who being by me duly sworn, says that he is the officer of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

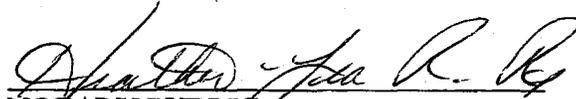


**SALLY COLLAMORE**  
Notary Public, State of Ohio  
My Commission Expires  
May 23, 2004

STATE OF

COUNTY OF

On this 17<sup>th</sup> day of Aug, 1999, before me personally appeared K.S. GRUBBE, to me personally known, who being by me duly sworn, says that he is the CFO of AG Processing Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

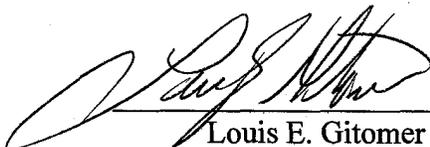
  
NOTARY PUBLIC

My commission expires:



## CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Lease Agreement dated as of August 17, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
August 23, 1999