

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO.

27332
FILED

VIA UPS NEXT DAY AIR

AUG 19 '99

8-30AM

August 12, 1999



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cenex Harvest States Cooperatives
5600 Cenex Drive
Inver Grove Heights, MN 55077

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

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 (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase

Tiffany Chase
Manager of Documentation

011643

Enclosures

(HVST019C, HVST019F, HVST019X)

ASSIGN: HVST019C/HVST019F /HVST019X

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Memorandum of Lease **NOV 19 '99** **8-30AM**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 24th day of November, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Harvest States Cooperative, n/k/a Cenex Harvest States ("Lessee"), a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: J. J. Thomas

Name: JACK THOMAS

Title: President

By: Michelle Berg
Name: Michelle Berg
Title: Office Manager

Executed on this 24 day of November, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public in and for said state and county, certify that JACK THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of November, 1998.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

CENEX HARVEST STATES

ATTEST:

By: DENNIS WENDLAND

Name: Dennis Wendland

By: Esther I. Longseth

Title: VP

Name: Esther I. Longseth

Title: Paralegal

Executed on this 17th day of November, 1998.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Ramsey

I, Joanne Burmeister, a Notary Public in and for said state and county, certify that Dennis Wendland personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 17th day of November, 1998.

Joanne M. Burmeister
Notary Public

My Commission Expires:

January 31, 2000
(Notary Public)

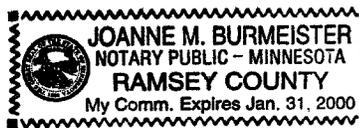


EXHIBIT A
to
Memorandum of Lease

NUMBER OF CARS: One Hundred (100)

DESCRIPTION OF CARS: 4650/4750 cubic foot covered hopper car

CAR NUMBERS: See Below:

CBRY	7001	CBRY	8000	RUSX	800256
CBRY	7002	CBRY	8001	RUSX	800257
CBRY	7003	CBRY	8002	RUSX	800259
CBRY	7004	CBRY	8003	RUSX	800260
CBRY	7005	CBRY	8004	RUSX	800261
CBRY	7006	CBRY	8005	RUSX	800263
CBRY	7007	CBRY	8006	RUSX	800264
CBRY	7008	CBRY	8008	RUSX	800265
CBRY	7009	CBRY	8009	RUSX	800266
CBRY	7010	CBRY	8010	RUSX	800268
CBRY	7011	CBRY	8011	RUSX	800269
CBRY	7012	CBRY	8012	RUSX	800271
CBRY	7013	FURX	815459	RUSX	800275
CBRY	7014	FURX	830119	RUSX	800277
CBRY	7015	FURX	840205	RUSX	800278
CBRY	7016	FURX	840315	RUSX	800279
CBRY	7017	NOKL	827655	RUSX	800284
CBRY	7018	RUSX	800211	RUSX	800285
CBRY	7019	RUSX	800212	RUSX	800288
CBRY	7020	RUSX	800213	RUSX	800289
CBRY	7021	RUSX	800215	RUSX	800290
CBRY	7022	RUSX	800216	RUSX	800291
CBRY	7023	RUSX	800217	RUSX	800292
CBRY	7024	RUSX	800218	RUSX	800293
CBRY	7025	RUSX	800219	Count:	100
CBRY	7028	RUSX	800223		
CBRY	7029	RUSX	800224		
CBRY	7030	RUSX	800226		
CBRY	7031	RUSX	800235		
CBRY	7032	RUSX	800236		
CBRY	7033	RUSX	800237		
CBRY	7034	RUSX	800240		
CBRY	7035	RUSX	800241		
CBRY	7036	RUSX	800245		
CBRY	7037	RUSX	800247		
CBRY	7038	RUSX	800248		
CBRY	7039	RUSX	800252		
CBRY	7040	RUSX	800255		