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December 30, 1993

RECORDATION NO. 18509-A FILED 1425

DEC 30 9 10 AM 1993

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

Dec 30 9 04 AM '93

RECEIVED  
OFFICE OF THE  
SECRETARY

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of a Memorandum of Master Equipment Lease Agreement, dated as of ~~November~~ <sup>December</sup> 30, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177. *gmv*

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement dated as of November 30, 1993, which was filed with the Commission on December 10, 1993 under Recordation Number 18509.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856

Lessee: Minnesota Corn Processors, Inc.  
400 West Main Street, Suite 201  
Marshall, Minnesota 56258

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

Twenty (20) 1993 17,574 gallon railroad tank cars manufactured by Trinity Industries and marked SRYX 200065 through SRYX 200084, inclusive.

*Edward M. Luma*

*Caruthers*

Mr. Sidney L. Strickland, Jr.  
December 30, 1993  
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,

*Robert W. Alvord EML*

Robert W. Alvord

Enclosures

RECORDATION NO. 18509-A FILED 1425

DEC 30 1993 -9 10 AM

MEMORANDUM  
OF MASTER EQUIPMENT LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7715030 (the "Lease Agreement") dated as of November 30, 1993, and that certain Lease Schedule No. 802 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Minnesota Corn Processors ("Lessee"), having its principal place of business located at 400 West Main Street, Suite 201, Marshall, Minnesota 56258-1236, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Master Equipment Lease Agreement (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day 30th of December, 1993.

PITNEY BOWES CREDIT CORPORATION

MINNESOTA CORN PROCESSORS

BY: Russell D. Pizer

BY:  Richard Jurgensen

ITS: Region Credit Manager

ITS:  President

EXHIBIT A

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL &amp; REPORTING MARKS</u>
Twenty (20)	1993 17,574 gallon railroad tank cars	Trinity Industries DOT111A100W3 SYRX 200065 through and including 200084

and all accessories, attachments, accessions, substitutions thereto.

STATE OF Minnesota

COUNTY OF Lyon

SS.

On 12-22-93 before me, Carol Ann Brown, Notary  
(Notary Name and Title)

personally appeared Richard Jorgenson

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: Carol Ann Brown

(Notarial Seal)



STATE OF California  
COUNTY OF Orange

SS.

On Dec. 28, 1993 before me, Carolyn S. Bruner, Notary  
(Notary Name and Title)

personally appeared Russell D. Piper

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: Carolyn S. Bruner



(Notarial Seal)