

Countrywide - Justice

RECORDATION NO. 18509-G FILED 1425
DEC 29 1995 - 1 15 PM
INTERSTATE COMMERCE COMMISSION

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 29, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Memorandum of Master Equipment Lease Agreement (with reference to Lease Schedule No. 808), dated as of December 27, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement, dated as of November 30, 1993, which was duly 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 06856-5151
Lessee:	Minnesota Corn Processors, Inc. 400 West Main Street, Suite 201 Marshall, Minnesota 56258

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

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OFFICE OF THE
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Mr. Vernon A. Williams
December 29, 1995
Page 2

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

Twenty (20) hopper cars manufactured by Trinity Industries, Inc. bearing DMIX reporting marks and road numbers 5066 through 5085 inclusive.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

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MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT
MINNESOTA 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. 808 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 901 North Highway 59, Marshall, Minnesota 56258, 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 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 27th day of December 1995.

PITNEY BOWES CREDIT CORPORATION

BY: Michael J. Levh

ITS: MICHAEL J. LEVH
Vice President
Credit/Operations

Minnesota Corn Processors

BY: Ronald A. Nerhus

ITS: Vice Pres. / ASST. G.M.

EXHIBIT A

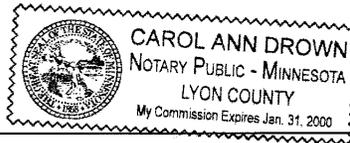
Twenty (20) Trinity 5125 Cubic Foot Power Flo Hopper Railcars with reporting marks DMIX 5066 to and including DMIX 5085.

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Minnesota)
County of Lyon) SS:

On this 27 day of December, 1995, before me personally appeared Robert A. Terbus, to me personally known, who being by me duly sworn, says that he is the Vice President Robert A.M. of Minnesota Corn Processors, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol Ann Drown
Signature of Notary Public



My commission expires _____

Seal