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18509-H

JUN 19 1996 - 1 45 PM

U.S. DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESNER

JUN 19 1 45 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD



June 19, 1996

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 two (2) copies of a Memorandum of Master Equipment Lease Agreement (with reference to Lease Schedule No. 809), dated as of June 17, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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 document is:

216 rail tank cars bearing DMIX reporting marks and road numbers set forth on Exhibit A attached to the Memorandum.

Mr. Vernon A. Williams
June 19, 1996
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Also enclosed is a check in the amount of \$21.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

18509-14

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**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

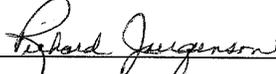
On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7715030 (the "Lease Agreement") dated as of November 30, 1993, and that certain Lease Schedule No. 809 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), 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 17th day of June 1996.

PITNEY BOWES CREDIT CORPORATION

Minnesota Corn Processors

BY: 

BY: 

ITS: **MICHAEL J. LEYH**
Vice President
Credit/Operations

ITS: *Richard Jorgenson*
President

EXHIBIT A

Two Hundred Sixteen (216) Trinity 19,636 Gallon, Coiled and Insulated Railroad Tank Cars, AAR 211A100W1 with Reporting Marks **DMIX** bearing the running numbers shown below:

190499	190500	190501	190502
190503	190505	190506	190507
190508	190509	190510	190512
190514	190515	190516	190517
190518	190519	190522	190523
190524	190525	190527	190528
190529	190530	190531	190532
190533	190534	190536	190537
190539	190540	190541	190542
190543	190544	190545	190546
190547	190548	190550	190551
190552	190553	190554	190556
190557	190559	190560	190561
190562	190564	190566	190574
190577	190432	190440	190442
190443	190446	190449	190456
190466	190474	190392	190408
190416	190420	190422	190424
190426	190430	190431	190433
190434	190435	190436	190437
190438	190439	190445	190450
190452	190454	190455	190458
190459	190461	190462	190472
190477	190479	190483	190593
190614	190627	190651	190672
190683	190694	190695	190700
190706	190498	190504	190511
190513	190520	190521	190526
190535	190538	190549	190555
190558	190563	190565	190567
190568	190569	190570	190571
190572	190573	190575	190576
190578	190579	190580	190581
190582	190583	190584	190707
190287	190299	190307	190309
190310	190312	190321	190324
190332	190334	190335	190337
190338	190339	190340	190341
190342	190344	190345	190346
190347	190348	190349	190350

190351	190352	190353	190354
190355	190356	190358	190360
190361	190362	190363	190364
190365	190366	190367	190368
190369	190370	190371	190372
190373	190374	190375	190376
190377	190378	190379	190380
190381	190243	190266	190268
190272	190273	190275	190276
190277	190278	190279	190280
190283	190284	190315	190357
190359	190382	190383	190384
190385	190386	190387	190388
190389	190224	190228	190230

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Minnesota)
) SS:
County of Lyon)

On this 17th day of June, 1996, before me personally appeared Richard Jurgenson, to me personally known, who being by me duly sworn, says that he is the President / General Manager 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.

Pamela A. Friesen
Signature of Notary Public

My commission expires Jan 31, 2000

Seal

