

DONELAN, CLEARY, WOOD & MASER, P. C. 0100077004
ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W.

WASHINGTON, D. C. 20005-4078

TELEPHONE: (202) 371-9500

TELECOPIER: (202) 371-0900

18626

18626-A

DECEMBER 27 1993
FEDERAL COMMERCE COMMISSION

December 27, 1993

New Recordation No. and -A

DEC 29 2 05 PM '93
RECEIVED
FEDERAL COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of NationsBanc Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of two document, not previously recorded, entitled Memorandum of Lease, dated as of December 27, 1993, to be recorded under a new Recordation No., and a related secondary document, not previously recorded, entitled Lease Supplement and Acceptance Certificate ("Supplement"), to be recorded under -A.

1. The parties to the Memorandum of Lease ("Lease"), to be recorded under a new Recordation No., are:

NationsBanc Leasing Corporation — LESSOR
NationsBank Corporate Center
NC1-007-12-101
100 North Tryon Street
Charlotte, North Carolina 28255-0001

Simplot Company — LESSEE
Suite 1300
999 Main Street
Boise, Idaho 83702

The said Lease covers the leasing by the Lessor to the Lessee of some thirty (30) tank cars.

The equipment covered in the Lease is as identified in Annex A to the related Supplement filed herewith.

A short summary of the Lease to appear in the ICC Index is as follows:

"Lease of 30 tank cars, JRSX 1100-1129."

2. The parties to the Lease Supplement and Acceptance Certificate ("Supplement"), to be recorded under -A, are the same parties as indicated in the Lease above.

The aforesaid Supplement, among other things, adds to the coverage of the Lease thirty tank cars.

The equipment covered by the Supplement are thirty (30) tank cars identified under the numbers JRSX 1100-1129.

A short Summary of the Supplement to appear in the ICC index is as follows:

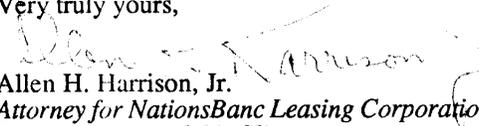
"Adds 30 tank cars to Lease, JRSX 1100-1129.

Counterparts - 2 of 11/11/93

Enclosed is a check in the amount of thirty-six dollars (\$36.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for NationsBanc Leasing Corporation
for the purpose of this filing.*

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND

8357-020

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

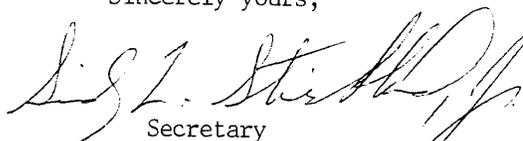
12/29/93

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, PC
1275 K Street, NW., Ste. 850
Washington, DC. 20005-4078

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/29/93** at **2:20PM**, and assigned recordation number(s). **18626 and 18626-A.**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

DEC 30 1993 12:10 p

UNITED STATES COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE dated as of December 27, 1993 (the "Memorandum"), documents that NATIONSBANC LEASING CORPORATION, a North Carolina corporation ("Lessor"), having an office at NationsBank Corporate Center, 100 North Tryon Street, NC1-007-12-101, Charlotte, North Carolina 28255-0001, did enter into that certain Master Equipment Lease Agreement dated as of October 15, 1993 (the "Lease") with J.R. SIMPLOT COMPANY, a Nevada corporation (the "Lessee"), having an office at 999 Main Street, Suite 1300, Boise, Idaho 83702, covering certain items of Equipment including railroad rolling stock. Pursuant to the Lease, the Lessee will take possession of those certain items of railroad equipment in connection with the execution and delivery of one or more Lease Supplement and Acceptance Certificates (each a "Lease Supplement") between the Lessee and the Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representatives as of the date first above written.

NATIONSBANC LEASING CORPORATION

By: Herbert T. Thurau
Name: Herbert T. Thurau
Title: Vice President

ATTEST:

By: M. Randall Ross
Name: M. Randall Ross
Title: Assistant Secretary

(Corporate Seal)

J.R. SIMPLOT COMPANY

By: James D. Crawford
Name: JAMES D. CRAWFORD
Title: Treasurer

ATTEST:

By: Ronald N. Graves
Name: RONALD N. GRAVES
Title: Vice President, Secretary
and General Counsel
(Corporate Seal)

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Willie H. Robinson, Jr., a Notary Public of the County and State aforesaid, certify that M. Randall Ross personally came before me this day and acknowledged that (s)he is Assistant Secretary of NationsBanc Leasing Corporation, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by M. Randall Ross as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 24th day of December, 1993.

Willie H. Robinson Jr.
Notary Public

My Commission Expires:

2-16-98
(Notary Public)

