

RECORDATION NO. 18959 FILED 1994

SEP 1 1994 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

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OF COUNSEL
URBAN A. LESTER

September 1, 1994

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

RECEIVED
OFFICE OF THE
SECRETARY
SEP 1 11 38 AM '94
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of August 26, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

- Lessor: Fleet Credit Corporation
50 Kennedy Plaza, 5th Floor
Providence, Rhode Island 02903
- Lessee: Minnesota Corn Processors
400 West Main Street
Marshall, Minnesota 56258

A description of the railroad equipment covered by the enclosed document is: 129 tank cars bearing SYRX reporting marks and road numbers are set forth on Schedule A attached to the aforesaid Memorandum.

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 three stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

SEPTEMBER 1, 1994

ROBERT W. ALVORD
ALVORD & ALVORD
918 16TH ST NW SUITE 200
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/1/94 at 11:40AM, and assigned recordation number(s). 18959

Sincerely yours,



Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18959

RECORDATION NO. _____ FILED 1425

SEP 1 1994 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Filed and Recorded with the
Interstate Commerce Commission on
_____ at
_____ and given
Recordation No. _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 26, 1994 by and between Fleet Credit Corporation, a Rhode Island corporation ("Lessor") and Minnesota Corn Processors, a Minnesota cooperative association ("Lessee"), as such agreement relates to Lease Schedule Nos. 01 and 02 thereof (collectively the "Lease").

W I T N E S S E T H:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agree to lease from Lessor, one hundred twenty-nine (129) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100WE, Sepc. No. 3218 railcars bearing the serial numbers and railroad reporting markings set forth on Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: August 31, 1994

Lessor:

Lessee:

FLEET CREDIT CORPORATION

MINNESOTA CORN PROCESSORS

By: [Signature]
Title: vice President

By: [Signature]
Title: treasurer

STATE OF: Minnesota

COUNTY OF: Lyon

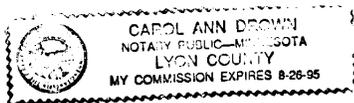
SS.

On August 30, 1994 before me, Carol Ann Brown,
(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: Rhode Island

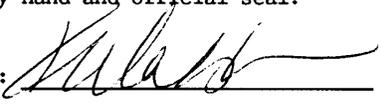
COUNTY OF: Providence

SS.

On August 31, 1994 before me, Katherine Walsh Sr. CA
(Notary Name and Title)

personally appeared Deborah M. Hayes 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: 

expires April 25, 1996 (Notarial Seal)

SCHEDULE "A"

EQUIPMENT DESCRIPTION: (66) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100WE, Spec. No. 3218

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
504088	SYRX200263	504207	SYRX200382
504097	SYRX200272	504208	SYRX200383
504098	SYRX200273	504209	SYRX200384
504106	SYRX200281	504649	SYRX200385
504113	SYRX200288	504650	SYRX200386
504114	SYRX200289	504651	SYRX200387
504123	SYRX200298	504655	SYRX200391
504127	SYRX200302	504656	SYRX200392
504131	SYRX200306	504657	SYRX200393
504142	SYRX200317	504658	SYRX200394
504148	SYRX200323	504659	SYRX200395
504154	SYRX200329	504660	SYRX200396
504159	SYRX200334	504663	SYRX200399
504161	SYRX200336	504666	SYRX200402
504163	SYRX200338	504667	SYRX200403
504164	SYRX200339	504669	SYRX200405
504165	SYRX200340	504677	SYRX200413
504166	SYRX200341	504679	SYRX200415
504168	SYRX200343	504680	SYRX200416
504170	SYRX200345	504681	SYRX200417
504175	SYRX200350	504682	SYRX200418
504177	SYRX200354	504685	SYRX200421
504180	SYRX200355	504686	SYRX200422
504182	SYRX200357	504687	SYRX200423
504184	SYRX200359	504688	SYRX200424
504187	SYRX200362	504689	SYRX200425
504190	SYRX200365	504690	SYRX200426
504199	SYRX200374	504691	SYRX200427
504200	SYRX200375	504692	SYRX200428
504201	SYRX200376	504693	SYRX200429
504202	SYRX200377	504695	SYRX200431
504204	SYRX200379	504697	SYRX200433
504205	SYRX200380	504698	SYRX200434

SCHEDULE "A"

EQUIPMENT DESCRIPTION: (63) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100WE, Spec. No. 3218

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
504028	SYRX200203	504188	SYRX200363
504073	SYRX200248	504189	SYRX200364
504092	SYRX200267	504191	SYRX200366
504096	SYRX200271	504192	SYRX200367
504099	SYRX200274	504193	SYRX200368
504102	SYRX200277	504194	SYRX200369
504119	SYRX200294	504195	SYRX200370
504120	SYRX200295	504196	SYRX200371
504130	SYRX200305	504197	SYRX200372
504132	SYRX200307	504198	SYRX200373
504137	SYRX200312	504203	SYRX200378
504138	SYRX200313	504206	SYRX200381
504141	SYRX200316	504652	SYRX200388
504144	SYRX200319	504653	SYRX200389
504145	SYRX200320	504654	SYRX200390
504146	SYRX200321	504661	SYRX200397
504147	SYRX200322	504662	SYRX200398
504150	SYRX200325	504664	SYRX200400
504151	SYRX200326	504665	SYRX200401
504152	SYRX200327	504668	SYRX200404
504162	SYRX200337	504670	SYRX200406
504167	SYRX200342	504671	SYRX200407
504169	SYRX200344	504672	SYRX200408
504171	SYRX200346	504673	SYRX200409
504173	SYRX200348	504674	SYRX200410
504174	SYRX200349	504675	SYRX200411
504177	SYRX200352	504234	SYRX200412
504181	SYRX200356	504678	SYRX200414
504183	SYRX200358	504683	SYRX200419
504185	SYRX200360	504684	SYRX200420
504186	SYRX200361	504694	SYRX200430
		504696	SYRX200432