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

October 17, 1994

18959-B
OCT 17 1994 11:52 AM
LICENSING DIVISION
OCT 17 11 52 AM '94

Mr. Vernon A. Williams
Acting 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 four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of October 17, 1994, 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 which was duly filed with the Commission under Recordation Number 18959.

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:

twenty-seven (27) tank cars bearing AMIX reporting marks and road numbers 300075 through 300101, inclusive.

Country Photo - Alvord

Mr. Vernon A. Williams
October 17, 1994
Page 2

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 document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/17/94

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 16th St., NW., Ste. 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/17/94 at 11:55AM, and assigned recordation number(s). 18959-B.

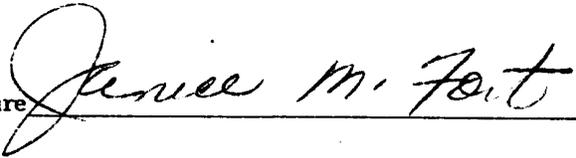
Sincerely yours,


Vernon A. Williams
Acting Secretary

Enclosure(s)

(0100403035)

\$ 21.00 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-B

OCT 17 1994 10 55 AM

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

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 22, 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 No. 04 thereof (together, 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, twenty-seven (27) 17,574 Gallon, 110-1/4^{MAN-} Coiled and ^{MAN-} Insulated Railroad Tank Cars, DOT111A100WE, Spec. 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: Oct. 17, 1994

Lessor:

Lessee:

FLEET CREDIT CORPORATION

MINNESOTA CORN PROCESSORS

By: C. J. Stevens
Title: SVP + General Counsel

By: Richard J. Jensen
Title: President

STATE OF: Minnesota

SS.

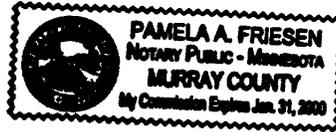
COUNTY OF: Lyon

On October 11, 1994 before me, Pamela A. Friesen,
(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: Pamela A. Friesen



(Notarial Seal)

STATE OF: Rhode Island

COUNTY OF: Providence

SS.

On October 14, 1994 before me, Kathleen E. Walsh Sr. C.A.
(Notary Name and Title)

personally appeared Scott Stevenson 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: 

(Notarial Seal)

SCHEDULE "A"

This Schedule A is attached to and made a part of Lease Schedule No. 31818-04 dated October 7, 1994, to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

EQUIPMENT LOCATION: 3000 East 8th Street, Columbus, NE 68601
400 West Erie Road, Marshall, MN 56258-1315

EQUIPMENT DESCRIPTION: (27) 30,143 Gallon, 119-3/8 ID, Non-Coiled and Non-Insulated Railroad Tank Cars, DOT 111A100W1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
505278	AMIX300075	505292	AMIX300089
505279	AMIX300076	505293	AMIX300090
505280	AMIX300077	505294	AMIX300091
505281	AMIX300078	505295	AMIX300092
505282	AMIX300079	505296	AMIX300093
505283	AMIX300080	505297	AMIX300094
505284	AMIX300081	505298	AMIX300095
505285	AMIX300082	505299	AMIX300096
505286	AMIX300083	505300	AMIX300097
505287	AMIX300084	505301	AMIX300098
505288	AMIX300085	505302	AMIX300099
505289	AMIX300086	505303	AMIX300100
505290	AMIX300087	505304	AMIX300101
505291	AMIX300088		