18959-C

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

OCT 1 1996

RECEIVED
SURFACE TRANSPORTATION BOARD
OCT 18 11 41 AM '96

October 17, 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 an Assignment of Account, dated as of October 18, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Equipment Lease Agreement and secondary equipment schedules which were previously filed with the Board under Recordation Number 18959, et seq.

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

Assignor/ Seller: Fleet Capital Corporation (f/k/a Fleet Credit Corporation)
50 Kennedy Plaza, 5th Floor
Providence, Rhode Island 02903

Assignee/ Purchaser: Transamerica Business Credit Corporation
13760 Noel Road, Suite 1100
Dallas, Texas 75240

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

304 railcars bearing AMIX, DMIX and SYRX reporting marks and road numbers set forth on Annex A (9 pages) attached to the Assignment.

Counterpart — Elw M. Lim

Also enclosed is a check in the amount of $22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return onestamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

18959-G

OCT 1996

ASSIGNMENT OF ACCOUNT

FOR VALUE RECEIVED, and pursuant to and in accordance with the Purchase and Sale Agreement dated as of October 18, 1996 (the "Agreement") between **FLEET CAPITAL CORPORATION** ("Seller") and **TRANSAMERICA BUSINESS CREDIT CORPORATION** ("Purchaser"), Seller does hereby sell, assign and transfer, effective as of the close of business on October 18, 1996 (the "Closing Date") unto Purchaser and its successors and assigns, all Seller's right, title and interest of Seller in, to and under the "Account" (as such term is defined in the Agreement), more particularly identified in **Exhibit A** attached hereto, including, without limitation, all of Seller's right, title and interest in and to the Equipment described on **Annex A** attached hereto and the "Account Documents" described on **Annex B** attached hereto.

Except as otherwise defined herein, all capitalized terms used herein shall have the meanings assigned to them in the Agreement. This Assignment is made pursuant to and based upon all of the representations, warranties, covenants and agreements contained in the Agreement.

Purchaser hereby accepts the foregoing assignment of the Account, and with respect to periods on and after the Closing Date, agrees to assume and to be bound by all of the terms of, and to undertake all of the obligations and liabilities of Seller under the Account Documents, to the extent the same constitute Assumed Liabilities.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed and delivered this 17th day of October, 1996.

SELLER:

FLEET CREDIT CORPORATION

By: _____

Print Name: J. F. McENERY

Title: VP & MANAGER, CAP. MKTS GROUP

PURCHASER:

TRANSAMERICA BUSINESS CREDIT CORPORATION

By: _____

Print Name: DAVE B. FATE

Title: SENIOR VICE PRESIDENT

STATE OF Rhode Island)
) SS
COUNTY OF Providence)

In Providence, in said County and State, on the 17th day of October, 1996, before me personally appeared Dave B. Fate, Senior Vice President of Transamerica Business Credit Corporation, to me known and known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument by him executed to be his free act and deed in his capacity as aforesaid and the free act and deed of said corporation.

Notary Public

Mary J. McFarland

Print Name: MARY J. MCFARLAND

My Commission expires:

12/27/97

STATE OF Rhode Island)
) SS
COUNTY OF Providence)

In Providence, in said County and State, on the 17th day of October, 1996, before me personally appeared John McEnery, Vice President of Fleet Capital Corporation, to me known and known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument by him executed to be his free act and deed in his capacity as aforesaid and the free act and deed of said corporation.

Notary Public

Mary J. McFarland

Print Name: MARY J. MCFARLAND

My Commission expires:

12/27/97

EXHIBIT A

ACCOUNT

MINNESOTA CORN

Serial Nos.	Running Nos.	Serial Nos.	Reporting Marks/ Running Nos.
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

Lessor: FLEET CREDIT CORPORATION

By: [signature]

Title: [illegible]

Lessee: MINNESOTA CORN PROCESSORS

By: [signature]

Title: [illegible]

01

Serial Nos.	Reporting Marks/ Running Nos.
504028	SYRX200203
504073	SYRX200248
504092	SYRX200267
504096	SYRX200271
504099	SYRX200274
504102	SYRX200277
504119	SYRX200294
504120	SYRX200295
504130	SYRX200305
504132	SYRX200307
504137	SYRX200312
504138	SYRX200313
504141	SYRX200316
504144	SYRX200319
504145	SYRX200320
504146	SYRX200321
504147	SYRX200322
504150	SYRX200325
504151	SYRX200326
504152	SYRX200327
504162	SYRX200337
504167	SYRX200342
504169	SYRX200344
504171	SYRX200346
504173	SYRX200348
504174	SYRX200349
504177	SYRX200352
504181	SYRX200356
504183	SYRX200358
504185	SYRX200360
504186	SYRX200361

Serial Nos.	Reporting Marks/ Running Nos.
504188	SYRX200363
504189	SYRX200364
504191	SYRX200366
504192	SYRX200367
504193	SYRX200368
504194	SYRX200369
504195	SYRX200370
504196	SYRX200371
504197	SYRX200372
504198	SYRX200373
504203	SYRX200378
504206	SYRX200381
504652	SYRX200388
504653	SYRX200389
504654	SYRX200390
504661	SYRX200397
504662	SYRX200398
504664	SYRX200400
504665	SYRX200401
504668	SYRX200404
504670	SYRX200406
504671	SYRX200407
504672	SYRX200408
504673	SYRX200409
504674	SYRX200410
504675	SYRX200411
504234	SYRX200412
504678	SYRX200414
504683	SYRX200419
504684	SYRX200420
504694	SYRX200430
504696	SYRX200432

Lessor: FLEET CREDIT CORPORATION

By: [illegible]

Title: [illegible]

Lessee: MINNESOTA CORN PROCESSORS

By: [illegible]

Title: [illegible]

Serial Nos.	Running Nos.	Serial Nos.	Running Nos.
504613	SYRX200435	504631	SYRX200453
504614	SYRX200436	504632	SYRX200454
504615	SYRX200437	504633	SYRX200455
504616	SYRX200438	504634	SYRX200456
504617	SYRX200439	504635	SYRX200457
504618	SYRX200440	504636	SYRX200458
504619	SYRX200441	504637	SYRX200459
504620	SYRX200442	504638	SYRX200460
504621	SYRX200443	504639	SYRX200461
504622	SYRX200444	504640	SYRX200462
504623	SYRX200445	504641	SYRX200463
504624	SYRX200446	504642	SYRX200464
504625	SYRX200447	504643	SYRX200465
504626	SYRX200448	504644	SYRX200466
504627	SYRX200449	504645	SYRX200467
504628	SYRX200450	504646	SYRX200468
504629	SYRX200451	504647	SYRX200469
504630	SYRX200452	504648	SYRX200470

This is counterpart No. 1 of a total of 2 counterparts. Only counterpart No. 1 shall be considered chattel paper for purposes of the Uniform Commercial Code and a security interest may be perfected only by possession of counterpart No. 1.

Lessor: FLEET CREDIT CORPORATION

By: [illegible]

Title: [illegible]

Lessee: MINNESOTA CORN PROCESSORS

By: [illegible]

Title: President

03

Serial Nos.	Reporting Marks Running Nos.	Serial Nos.	Reporting Marks Running Nos.
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		

This [illegible] 1 [illegible] 2 counterparts. [illegible] chattel paper for [illegible] Code and a security [illegible] by possession of counterpart No. 1.

Lessor: FLEET CREDIT CORPORATION

By: Deborah R. Hayes

Title: Vice President

Lessee: MINNESOTA CORN PROCESSORS

By: [illegible]

Title: President

Serial Nos.	Running Nos.
2330-1	AMIX5025
2330-2	AMIX5026
2330-3	AMIX5027
2330-4	AMIX5028
2330-5	AMIX5029
2330-6	AMIX5030
2330-7	AMIX5031
2330-8	AMIX5032
2330-9	AMIX5033
2330-10	AMIX5034
2330-11	AMIX5035

Lessor: FLEET CREDIT CORPORATION

By: _____

Title: _____

Lessee: MINNESOTA CORN PROCESSORS

By: X [illegible]

Title: [illegible]

[illegible] of 2 counterparts.

741459	DMIX5040
741474	DMIX5055
741475	DMIX5056
741476	DMIX5057
741477	DMIX5058
741455	DMIX5036
741456	DMIX5037
741457	DMIX5038
741458	DMIX5039
741464	DMIX5045
741469	DMIX5050
741470	DMIX5051
741471	DMIX5052
741478	DMIX5059
741479	DMIX5060
741463	DMIX5044
741472	DMIX5053
743899	DMIX5064
743897	DMIX5062
743898	DMIX5063
741450	DMIX5041
741461	DMIX5042
741462	DMIX5043
741465	DMIX5046
741467	DMIX5048
741468	DMIX5049
741466	DMIX5047
741473	DMIX5054
743896	DMIX5061
743700	DMIX5065

Lessor: FLEET CREDIT CORPORATION

By: [signature]

Name: LINA M. FERRUOLO

Title: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS

By: x Richard Jurgensen

Name: x Richard Jurgensen

Title: x 12/30/95

Serial Nos.	Running Nos.
511565	DMIX300104
511581	DMIX300120
511578	DMIX300117
511579	DMIX300118
511580	DMIX300119
511563	DMIX300102
511564	DMIX300103
511566	DMIX300105
511567	DMIX300106
511568	DMIX300107
511569	DMIX300108
511570	DMIX300109
511571	DMIX300110
511572	DMIX300111
511574	DMIX300113
511575	DMIX300114
511576	DMIX300115
511582	DMIX300121
511573	DMIX300112
511577	DMIX300116
511583	DMIX300122

Lessor: FLEET CREDIT CORPORATION

By: Lina M. Ferruolo

Name: LINA M. FERRUOLO

Title: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS

By: X. RICHARD JURGENSON

Name: X Richard Jurgenson

Title: X President

07

Loc. No. 1

Serial Nos.	Reporting Marks/ Running Nos.
015284	DMIX6000
015285	DMIX6001
015286	DMIX6002
015287	DMIX6003
015288	DMIX6004
015289	DMIX6005
015290	DMIX6006
015291	DMIX6007
015292	DMIX6008
015293	DMIX6009
015294	DMIX6010
015295	DMIX6011
015296	DMIX6012
015297	DMIX6013
015298	DMIX6014
015299	DMIX6015
015300	DMIX6016
015301	DMIX6017
015302	DMIX6018
015303	DMIX6019
015304	DMIX6020
015305	DMIX6021
015306	DMIX6022
015307	DMIX6023
015308	DMIX6024

Lessor: FLEET CREDIT CORPORATION

BY: [signature]

NAME: LINA M. FERRUOLO

TITLE: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS

BY: [signature]

NAME: [signature]

TITLE: President

08

Loc. No. 1

Serial Nos.	Reporting Marks/ Running Nos.
015309	DMIX6025
015310	DMIX6026
015311	DMIX6027
015312	DMIX6028
015313	DMIX6029
015314	DMIX6030
015315	DMIX6031
015316	DMIX6032
015317	DMIX6033
015318	DMIX6034
015319	DMIX6035
015320	DMIX6036
015321	DMIX6037
015322	DMIX6038
015323	DMIX6039
015324	DMIX6040
015325	DMIX6041
015326	DMIX6042
015327	DMIX6043
015328	DMIX6044
015329	DMIX6045
015330	DMIX6046
015331	DMIX6047
015332	DMIX6048
015333	DMIX6049

Lessor: FLEET CREDIT CORPORATION

BY: Lina M. Ferruolo

NAME: LINA M. FERRUOLO

TITLE: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS

BY: x

NAME: x Richard Jorgenson

TITLE: x President

Annex B:_____

Minnesota Corn Processors
Master File - 31818

Opinion of Doherty Rumble & Butler dated September 1, 1994, counsel to Lessee.
Resolutions of Lessee dated July 18, 1994
Master Equipment Lease Agreement dated August 22, 1994
Rental Adjustment Rider to Master Equipment Lease Agreement
Amendment No. 1 to Master Equipment Lease Agreement dated August 17, 1995
Certificate of Insurance- copy
Memorandum of Master Equipment Lease (ICC recordation)- copy

Annex B:_____

Minnesota Corp
Schedule 1 - Index

Lease Schedule dated 8/22/94
Schedule A
Early Purchase Option Rider dated 8/22/94
Schedule of Stipulated Loss Values- Addendum A
Termination Value Schedule- Addendum B
Acceptance Notice, dated 8/30/94
Vendor Invoices, dated 8/12/94 and 8/18/94
UCC-1s and UCC-3s- various
Certificate of Insurance- copy

Annex B:_____

Minnesota Corn
Schedule 2 - Index

Lease Schedule dated 8/22/94
Schedule A
Rental Adjustment Rider to Master Equipment Lease Agreement
Early Purchase Option Rider dated 8/22/94
Schedule of Stipulated Loss Values- Addendum A
Termination Value Schedule- Addendum B
Acceptance Notice, dated 8/30/94
Vendor Invoices, dated 8/12/94 and 8/18/94
UCC-1s and UCC-3s- various
Alvord and Alvord, counsel to FCC, letter of counsel dated 9/1/94 re: filing of Master Lease Agreement, search of Recordation files, and validity of security interest
Alvord and Alvord, counsel to FCC, letter of counsel dated 9/1/94 re: recordation of MELA and attachments
Certificate of Insurance- copy

Annex B:_____

Minnesota Corn
Schedule 3 - Index

Lease Schedule dated 9/12/94
Schedule A
Purchase Option Rider dated 9/12/94
Schedule of Stipulated Loss Values- Addendum A
Termination Value Schedule- Addendum B
Acceptance Notice, dated 9/12/94
Vendor Invoices, dated 8/12/94 and 8/31/94
UCC-1s and UCC-3s- various
Opinion of Doherty Rumble & Butler, counsel to Minnesota Corn, dated 9/16/94
Certificate of Insurance- copy

Annex B:_____

Minnesota Corn
Schedule 4 - Index

Lease Schedule dated 10/7/94
Schedule A
Rental Adjustment Rider to Master Equipment Lease Agreement
Early Purchase Option Rider dated 10/7/94
Schedule of Stipulated Loss Values- Addendum A
Termination Value Schedule- Addendum B
Acceptance Notice, dated 10/11/94
Vendor Invoice, dated 10/6/94
UCC-1s and UCC-3s- various
Opinion of Alvord and Alvord, counsel for FCC, dated 10/17/94
Certificate of Insurance- copy

Annex B:_____

Minnesota Corn
Schedule 5 - Index

Lease Schedule dated 12/12/94
Schedule A
Schedule A-1
Schedule of Stipulated Loss Values- Addendum A
Acceptance Notice, dated 12/13/94
Vendor Invoice, dated 12/6/94
Request Funds
UCC-1s and UCC-3s- various
Opinion of Alvord and Alvord, counsel for FCC, dated 12/28/94
Certificate of Insurance- copy

Annex B:_____

Minnesota Corn
Schedule 6 - Index

Lease Schedule dated 5/25/95
Schedule A
Schedule A-1
Acceptance Notice dated 5/30/95
Memorandum of Master Lease Agreement dated 6/1/95
Vendor Invoice, dated 5/24/95
UCC-1s - MN & NE
Opinion of Alvord and Alvord, counsel for Fleet, dated 6/2/95
Certificate of Insurance

Annex B:_____

Minnesota Corn
Schedule 7 - Index

Lease Schedule dated 6/5/95
Schedule A
Schedule A-1
Acceptance Notice, dated 6/6/95
Vendor Invoice, dated 6/2/95
UCC-1s MN & NE
Certificate of Insurance-copy

Annex B:_____

Minnesota Corn
Schedule 10 - Index

Interim Lease Schedule 08 & 09 dated 8/9/95 and 8/18/95
Final Lease Schedule 10 dated 8/29/95
Amendment 1 to Master Equipment Lease Agreement dated as of 8/17/95
Schedule A
Schedule A-1
Acceptance Notice dated as of 8/30/95
Vendor Invoices- Amendment No.1 to Master Equipment Lease Agreement, dated 8/7/95, 8/14/95, 8/21/95 and 8/29/95
UCC-1s - MN & NE
Opinion of Alvord and Alvord, counsel for FCC, dated 8/16/95, re: recordation
Certificate of Insurance- copy

Annex B:_____

Minnesota Corn
Schedule 11 - Index

Lease Schedule dated 9/13/95
Scheduel A
Schedule A-1
Acceptance Notice, dated 9/15/95
Vendor Invoice, dated 8/28/95
UCC-1s- copy with Schedule 10
Certificate of Insurance- copy