

RECORDATION NO. 18959-5 FILED

JUL 2 '98

ASSIGNMENT OF LEASE RECEIVABLES  
AND ASSIGNMENT OF SECURITY AGREEMENT

RECORDATION NO. 19841-D FILED

JUL 2 '98

12-15 PM

This Assignment of Lease Receivables and Assignment of Security Agreement entered into by and between TBCC FUNDING I, LLC, a Delaware limited liability company, as assignor (the "Assignor"), and CITICORP NORTH AMERICA, INC., as Agent, as assignee (the "Assignee"),

RECORDATION NO. 20150-E FILED

WITNESSETH:

JUL 2 '98

12-15 PM

Whereas, the Assignor is the owner of all rights to payment under the lease agreement(s) identified on Exhibit A attached hereto (the "Lease Agreement(s)"), covering the railroad equipment identified on Exhibit B attached hereto (the "Equipment"), and is the secured party under the Assignment of Lease Receivables and Security Agreement identified on Exhibit C attached hereto (the "Security Agreement"); and

Whereas, the Assignor has agreed, pursuant to that certain Receivables Purchase Agreement dated as of June 24, 1998, between the Assignor and the Assignee (among other parties), to assign its rights to payment under, and related interests in, the Lease Agreement(s), together with its rights as secured party under the Security Agreement, to the Assignee;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Assignor, as owner of the rights to payment under the Lease Agreement(s), hereby assigns all of its right, title and interest (but none of its obligations, if any) in, to and under the Lease Agreement(s), to the Assignee, and the Assignee hereby accepts such assignment.

2. The Assignor, as secured party under the Security Agreement, hereby assigns all of its right, title and interest in, to and under the Security Agreement, including, without limitation, all of its right, title and interest in and to the Equipment, to the Assignee, and the Assignee hereby accepts such assignment.

3. This Assignment of Lease Receivables and Assignment of Security Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

Dated as of this 26th day of June, 1998.

ASSIGNOR: TBCC FUNDING I, LLC

By: Stephen A. Falty  
Title: VP/CO

ASSIGNEE: CITICORP NORTH AMERICA, INC.,  
as Agent

By: \_\_\_\_\_  
Title: \_\_\_\_\_

3. This Assignment of Lease Receivables and Assignment of Security Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

Dated as of this 26th day of June, 1998.

ASSIGNOR: TBCC FUNDING I, LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_

ASSIGNEE: CITICORP NORTH AMERICA, INC.,  
as Agent

By: Lali Clark  
Title: \_\_\_\_\_

**Managing Director**

STATE OF ILLINOIS )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.

On this \_\_\_\_ day of \_\_\_\_\_, 1998 before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of TBCC Funding I, LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said company by due authority; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public  
My commission expires:

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS.

On this 1<sup>st</sup> day of July, 1998 before me personally appeared Lalie Clark, to me personally known, who being duly sworn, says that he/she is the Managing Director of Citicorp North America, Inc., a Delaware corporation, and that said instrument was signed on behalf of said corporation by due authority; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nedra E. Robinson  
Notary Public  
My commission expires:



:::ODMA\PCDOCS\CHICAGO4\652811\1

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS.

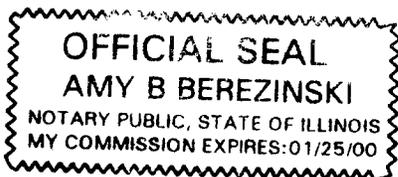
On this \_\_\_\_\_ day of \_\_\_\_\_, 1998 before me personally appeared Stephen H. Foltz, to me personally known, who being duly sworn, says that he/she is the SVP/CFD of TBCC Funding I, LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said company by due authority; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Amy B. Berezinski  
Notary Public  
My commission expires: 01/25/00

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS.

On this \_\_\_\_\_ day of \_\_\_\_\_, 1998 before me personally appeared Stephen H. Foltz, to me personally known, who being duly sworn, says that he/she is the SVP/CFD of ~~Citicorp North America, Inc.~~, a Delaware corporation, and that said instrument was signed on behalf of said corporation by due authority; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Amy B. Berezinski  
Notary Public  
My commission expires: 01/25/00

**LEASE OPERATIVE DOCUMENTS**

**BRANDYWINE VALLEY RAILROAD COMPANY**

1. Rail Equipment Lease, dated August 24, 1995, between TPS Leasing Company, LLC, Lessor, and Brandywine Valley Railroad Company, Lessee. (Rec. No. 19841)
2. Assignment of Lease, dated August 24, 1995, between TPS Leasing Company, LLC, Assignor, and Transamerica Business Credit Corporation, Assignee. (Rec. No. 19841-A)
3. Bill of Sale from TPS Leasing Company, LLC, Seller, to Transamerica Business Credit Corporation, Buyer. (Exhibit A to Rec. No. 19841-A)

**MINNESOTA CORN PROCESSORS**

1. Master Equipment Lease Agreement, dated as of August 22, 1994, between Fleet Credit Corporation, Lessor, and Minnesota Corn Processors, Lessee, with Schedule No. 01 and No. 02. (Rec. No. 18959)
2. Schedule No. 03, dated September 12, 1994, to the above. (Rec. No. 18959-A)
3. Schedule No. 04, dated October 7, 1994, to the above. (Rec. No. 18959-B)
4. Schedule No. 05, dated December 12, 1994, to the above. (Rec. No. 18959-C)
5. Schedule No. 06, dated May 25, 1995, to the above. (Rec. No. 18959-D)
6. Schedule No. 07, dated June 5, 1995, to the above. (Rec. No. 18959-E)
7. Schedule No. 08, dated August 9, 1995, to the above. (Rec. No. 18959-F)

8. Assignment of Account, dated as of October 18, 1996, between Fleet Capital Corporation (f/k/a Fleet Credit Corporation), Seller, and Transamerica Business Credit Corporation, Purchaser. (Rec. No. 18959-G)

TPS LEASING COMPANY, LLC

1. Rail Equipment Lease, dated June 6, 1996, between TPS Leasing Company, LLC, Lessor, and Steelton and Highspire Railroad Company, Lessee. (Rec. No. 20150)
2. Assignment of Lease, dated June ~~6~~<sup>24</sup>, 1996, between TPS Leasing Company, LLC, Assignor, and Transamerica Business Credit Corporation, Assignee. (Rec. No. 20150-A)
3. Residual Rights Sharing Agreement, dated June 20, 1996, between TPS Leasing Company, LLC, Assignor, and R.M. Haber & Associates, Inc., Assignee. (Rec. No. 20150-B)
4. Bill of Sale, dated as of June 24, 1996, between KND Rail Services, Inc., Seller, and TPS Leasing Company, LLC, Buyer. (Rec. No. 20151)

EQUIPMENT SCHEDULE

B.

BRANDYWINE VALLEY RAILROAD COMPANY

Rec. No. 19841 attached

MINNESOTA CORN PROCESSORS

Rec. Nos. 18959 attached  
Rec. Nos. 18959-A attached  
Rec. Nos. 18959-B attached  
Rec. Nos. 18959-C attached  
Rec. Nos. 18959-D attached  
Rec. Nos. 18959-E attached  
Rec. Nos. 18959-F attached

TPS LEASING COMPANY, LLC

Rec. No. 20150 attached

SCHEDULE A

Brandywine  
Valley

To:  Security Agreement  
 UCC  
 Other \_\_\_\_\_

Lease  
 Subordination

Rec. No. 19841

Between TPS Leasing Company, LLC and

Customer Name: Brandywine Valley Railroad Company

Equipment Location: 50 South First Avenue  
Coatesville, PA 19320-0911

**Equipment Description**

Eight (8) 1976 Rail Cars as identified below:

<u>Qty.</u>	<u>Type</u>	<u>Description</u>	<u>Car #</u>
1	Flat Car	100 Ton 89'	BVRY9501
1	Flat Car	100 Ton 89'	BVRY9502
1	Flat Car	100 Ton 89'	BVRY9503
1	Flat Car	100 Ton 89'	BVRY9504
1	Flat Car	100 Ton 89'	BVRY9505
1	Flat Car	100 Ton 89'	BVRY9506
1	Flat Car	100 Ton 89'	BVRY9507
1	Flat Car	100 Ton 89'	BVRY9508

Together with all present and future additions, parts, accessories, attachments, substitutions, repairs, improvements and replacements thereof or thereto, and any and all proceeds thereof, including, without limitation, proceeds of insurance.

TPS Leasing Company, LLC

By: [Signature]

Title: Pres.

Brandywine Valley Railroad Company

(Customer Name)  
By: [Signature]

Title: General Manager

**SCHEDULE "A"**

**Rec. No. 18959**

This Schedule A is attached to and made a part of Lease Schedule No. 31818-01 dated August 22, 1994, to Master Equipment Lease Agreement dated August 22, 1994 between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

**EQUIPMENT LOCATION:** 400 West Erie Road; Marshall, MN 56258-1315 & 3000 Ea. 8th Street; Columbus, NE 686

**EQUIPMENT DESCRIPTION:** (66) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A1000E, Spec. No. 3218

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
<u>504088</u>	<u>SYRX200263</u>	<u>504207</u>	<u>SYRX200382</u>
<u>504097</u>	<u>SYRX200272</u>	<u>504208</u>	<u>SYRX200383</u>
<u>504098</u>	<u>SYRX200273</u>	<u>504209</u>	<u>SYRX200384</u>
<u>504106</u>	<u>SYRX200281</u>	<u>504649</u>	<u>SYRX200385</u>
<u>504113</u>	<u>SYRX200288</u>	<u>504650</u>	<u>SYRX200386</u>
<u>504114</u>	<u>SYRX200289</u>	<u>504651</u>	<u>SYRX200387</u>
<u>504123</u>	<u>SYRX200298</u>	<u>504655</u>	<u>SYRX200391</u>
<u>504127</u>	<u>SYRX200302</u>	<u>504656</u>	<u>SYRX200392</u>
<u>504131</u>	<u>SYRX200306</u> <i>CASUALTY</i>	<u>504657</u>	<u>SYRX200393</u>
<u>504142</u>	<u>SYRX200317</u>	<u>504658</u>	<u>SYRX200394</u>
<u>504148</u>	<u>SYRX200323</u>	<u>504659</u>	<u>SYRX200395</u>
<u>504154</u>	<u>SYRX200329</u>	<u>504660</u>	<u>SYRX200396</u>
<u>504159</u>	<u>SYRX200334</u>	<u>504663</u>	<u>SYRX200399</u>
<u>504161</u>	<u>SYRX200336</u>	<u>504666</u>	<u>SYRX200402</u>
<u>504163</u>	<u>SYRX200338</u>	<u>504667</u>	<u>SYRX200403</u>
<u>504164</u>	<u>SYRX200339</u>	<u>504668</u>	<u>SYRX200405</u>
<u>504165</u>	<u>SYRX200340</u>	<u>504677</u>	<u>SYRX200413</u>
<u>504166</u>	<u>SYRX200341</u>	<u>504679</u>	<u>SYRX200415</u>
<u>504168</u>	<u>SYRX200343</u>	<u>504680</u>	<u>SYRX200416</u>
<u>504170</u>	<u>SYRX200345</u>	<u>504681</u>	<u>SYRX200417</u>
<u>504175</u>	<u>SYRX200350</u>	<u>504682</u>	<u>SYRX200418</u>
<u>504177</u>	<u>SYRX200354</u>	<u>504685</u>	<u>SYRX200421</u>
<u>504180</u>	<u>SYRX200355</u>	<u>504686</u>	<u>SYRX200422</u>
<u>504182</u>	<u>SYRX200357</u>	<u>504687</u>	<u>SYRX200423</u>
<u>504184</u>	<u>SYRX200359</u>	<u>504688</u>	<u>SYRX200424</u>
<u>504187</u>	<u>SYRX200362</u>	<u>504689</u>	<u>SYRX200425</u>
<u>504190</u>	<u>SYRX200365</u>	<u>504690</u>	<u>SYRX200426</u>
<u>504199</u>	<u>SYRX200374</u>	<u>504691</u>	<u>SYRX200427</u>
<u>504200</u>	<u>SYRX200375</u>	<u>504692</u>	<u>SYRX200428</u>
<u>504201</u>	<u>SYRX200376</u>	<u>504693</u>	<u>SYRX200429</u>
<u>504202</u>	<u>SYRX200377</u>	<u>504695</u>	<u>SYRX200431</u>
<u>504204</u>	<u>SYRX200379</u>	<u>504697</u>	<u>SYRX200433</u>
<u>504205</u>	<u>SYRX200380</u>	<u>504698</u>	<u>SYRX200434</u>

Lessor: FLEET CREDIT CORPORATION

Lessee: MINNESOTA CORN PROCESSORS

By: [Signature]  
Title: [Title]

By: [Signature]  
Title: [Title]

SCHEDULE "A"

Rec. No. 18959

This Schedule A is attached to and made a part of Lease Schedule No. 31818-02 dated August 22, 1994, to Master Equipment Lease Agreement dated August 22, 1994 between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

EQUIPMENT LOCATION: 400 West Erie Road; Marshall, MN 56258-1315 & 3000 Ea. 8th Street; Columbus, NE 6860

EQUIPMENT DESCRIPTION: (63) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100VE, 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

Lessor: FLEET CREDIT CORPORATION  
By: [Signature]  
Title: [Signature]

Lessee: MINNESOTA CORN PROCESSORS  
By: [Signature]

SCHEDULE "A"

Rec. No. 18959-A

This Schedule A is attached to and made a part of Lease Schedule No. 31818-03 dated September 12, 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: (36) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100V3

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
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 37 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: [Signature]  
Title: [Signature]

Lessee: MINNESOTA CORN PROCESSORS  
By: [Signature]  
Title: [Signature]

SCHEDULE "A" Rec. No. 18959-B Page 4

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 111A100V1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
505278	ANIX300075	505292	ANIX300089
505279	ANIX300076	505293	ANIX300090
505280	ANIX300077	505294	ANIX300091
505281	ANIX300078	505295	ANIX300092
505282	ANIX300079	505296	ANIX300093
505283	ANIX300080	505297	ANIX300094
505284	ANIX300081	505298	ANIX300095
505285	ANIX300082	505299	ANIX300096
505286	ANIX300083	505300	ANIX300097
505287	ANIX300084	505301	ANIX300098
505288	ANIX300085	505302	ANIX300099
505289	ANIX300086	505303	ANIX300100
505290	ANIX300087	505304	ANIX300101
505291	ANIX300088 - CASUALTY		

This document contains 1 original and 2 counterparts. Original to be held by the holder of chattel paper for purposes of the Uniform Commercial Code and a security interest in the goods described only by possession of counterpart No. 1.

Lessor: FLEET CREDIT CORPORATION  
By: Selma M. Hayes  
Title: Vice President

Lessee: MINNESOTA CORN PROCESSORS  
By: Robert Anderson  
Title: President

SCHEDULE "A"

Rec. No. 18959-C

This Schedule A is attached to and made a part of Lease Schedule No. 31818-05 dated December 12, 1994, to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 Years

EQUIPMENT DESCRIPTION: (11) 5125 Cu. Ft. Power Flo Covered Hopper Cars Moving on own Wheels.  
Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
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 Robert J. Jensen  
Title: President

1 copy of 2 counterparts.

SCHEDULE "A" Rec. No. 18959-D

This Schedule A is attached to and made a part of Lease Schedule No. 31818-06 dated May 25, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 Years

EQUIPMENT DESCRIPTION: (30) New Trinity Industries, Inc. Hopper Cars Moving on own wheels.  
Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
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: [Signature]  
Name: [Signature]  
Title: [Signature]

SCHEDULE "A" Rec. No. 18959-E

This Schedule A is attached to and made a part of Lease Schedule No. 31818-07 dated June 5, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 Years

EQUIPMENT DESCRIPTION: (21) New Trinity Industries, Inc. 30,143 Gallon, 119-3/8 ID, Non-Coiled and Non-Insulated Railroad Tank Cars. DOT 111A100W1, Model 10-301-5 (Ethanol Cars)  
Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
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

Lessee: MINNESOTA CORN PROCESSORS

By: *Lina M. Ferruolo*

By: *Richard Jorgenson*

Name: LINA M FERRUOLO

Name: *Richard Jorgenson*

Title: Assistant Vice President

Title: *Richard Jorgenson*

This is counterpart No. 1 of a total of 21 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

Rec. No. 18959-F

Schedule "A"

This Schedule A is attached to and made a part of Lease Schedule No. 31818-08 dated August 9, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 years

EQUIPMENT DESCRIPTION: (50) ACT INDUSTRIES, HOPPER CAR ON OWN WHEELS, 100-TON ROLLER BEARING, CF 6200 CENTER FLOW

Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
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

Page 1 of 2

lessor: FLEET CREDIT CORPORATION  
BY: [Signature]  
NAME: LINA M. FERRIJOLO  
TITLE: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS  
BY: [Signature]  
NAME: Richard Ferguson  
TITLE: President

Rec. No. 18959-F

Schedule "A"

This Schedule A is attached to and made a part of Lease Schedule No. 31812-08 dated August 9, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 years

EQUIPMENT DESCRIPTION: (50) ACT INDUSTRIES, HOPPER CAR ON OWN WHEELS, 100-TON ROLLER BEARING CF 6200 CENTER FLOW

Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
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

Page 2 of 2

Lessor: FLEET CREDIT CORPORATION  
 BY: [Signature]  
 NAME: LINA M. FERRUOLO  
 TITLE: Assistant Vice President

Lessee: MINNESOTA CORN PROCESSORS  
 BY: x  
 NAME: x [Signature]  
 TITLE: x President

SCHEDULE A

TPS  
Leasing

To:  Security Agreement  Lease  
 UCC  Subordination  
 Other \_\_\_\_\_

Rec. No. 20150

Between Transamerica Business Credit Corporation

Customer Name: TPS Leasing Company LLC

Equipment Location: 1170 Eighth Avenue, Room 668, Martin Tower  
Bethlehem, PA 18018

Equipment Description

Fifty (50) 1974 and 1975 Rail Cars as identified below:

<u>Qty.</u>	<u>Type</u>	<u>Description</u>	<u>Car # Prior to Modification</u>	<u>Car # Post Modification</u>
1	Flat Car	70 Ton, 89ft.	KNDX636000	SH200
1	Flat Car	70 Ton, 89ft.	KNDX636006	SH201
1	Flat Car	70 Ton, 89ft.	KNDX636007	SH202
1	Flat Car	70 Ton, 89ft.	KNDX636008	SH203
1	Flat Car	70 Ton, 89ft.	KNDX636010	SH204
1	Flat Car	70 Ton, 89ft.	KNDX636019	SH205
1	Flat Car	70 Ton, 89ft.	KNDX636021	SH206
1	Flat Car	70 Ton, 89ft.	KNDX636023	SH207
1	Flat Car	70 Ton, 89ft.	KNDX636026	SH208
1	Flat Car	70 Ton, 89ft.	KNDX636027	SH209
1	Flat Car	70 Ton, 89ft.	KNDX636033	SH210
1	Flat Car	70 Ton, 89ft.	KNDX636053	SH211
1	Flat Car	70 Ton, 89ft.	KNDX636057	SH212
1	Flat Car	70 Ton, 89ft.	KNDX636060	SH213
1	Flat Car	70 Ton, 89ft.	KNDX636061	SH214
1	Flat Car	70 Ton, 89ft.	KNDX636067	SH215
1	Flat Car	70 Ton, 89ft.	KNDX636068	SH216
1	Flat Car	70 Ton, 89ft.	KNDX636069	SH217
1	Flat Car	70 Ton, 89ft.	KNDX636074	SH218
1	Flat Car	70 Ton, 89ft.	KNDX636078	SH219
1	Flat Car	70 Ton, 89ft.	KNDX636080	SH220
1	Flat Car	70 Ton, 89ft.	KNDX636081	SH221
1	Flat Car	70 Ton, 89ft.	KNDX636095	SH222
1	Flat Car	70 Ton, 89ft.	KNDX636096	SH223
1	Flat Car	70 Ton, 89ft.	KNDX636103	SH224
1	Flat Car	70 Ton, 89ft.	KNDX636108	SH225
1	Flat Car	70 Ton, 89ft.	KNDX636115	SH226
1	Flat Car	70 Ton, 89ft.	KNDX636116	SH227
1	Flat Car	70 Ton, 89ft.	KNDX636123	SH228
1	Flat Car	70 Ton, 89ft.	KNDX636125	SH229
1	Flat Car	70 Ton, 89ft.	KNDX636129	SH230

## SCHEDULE A

Page 2 of 2

To:  Security Agreement  Lease  
 UCC  Subordination  
 Other \_\_\_\_\_

Between Transamerica Business Credit Corporation

Customer Name: TPS Leasing Company, LLC

Equipment Location: 1170 Eighth Avenue, Room 668, Martin Tower  
Bethlehem, PA 18018

Qty.	Type	Description	Car # Prior to Modification	Car # Post Modification
1	Flat Car	70 Ton, 89ft.	KNDX636130	SH231
1	Flat Car	70 Ton, 89ft.	KNDX636134	SH232
1	Flat Car	70 Ton, 89ft.	KNDX636142	SH233
1	Flat Car	70 Ton, 89ft.	KNDX636146	SH234
1	Flat Car	70 Ton, 89ft.	KNDX636152	SH235
1	Flat Car	70 Ton, 89ft.	KNDX636160	SH236
1	Flat Car	70 Ton, 89ft.	KNDX636161	SH237
1	Flat Car	70 Ton, 89ft.	KNDX636175	SH238
1	Flat Car	70 Ton, 89ft.	KNDX636177	SH239
1	Flat Car	70 Ton, 89ft.	KNDX636178	SH240
1	Flat Car	70 Ton, 89ft.	KNDX636193	SH241
1	Flat Car	70 Ton, 89ft.	KNDX636201	SH242
1	Flat Car	70 Ton, 89ft.	KNDX636202	SH243
1	Flat Car	70 Ton, 89ft.	KNDX636203	SH244
1	Flat Car	70 Ton, 89ft.	KNDX636209	SH245
1	Flat Car	70 Ton, 89ft.	KNDX636211	SH246
1	Flat Car	70 Ton, 89ft.	KNDX636214	SH247
1	Flat Car	70 Ton, 89ft.	KNDX636222	SH248
1	Flat Car	70 Ton, 89ft.	KNDX636229	SH249

"Together with all present and future additions, parts, accessories, attachments, substitutions, repairs, improvements and replacements thereof or thereto, and any and all proceeds thereof, including, without limitation, proceeds of insurance."

"All of Debtor's right, title and interest in any and all presently existing or hereafter arising leases or rental agreements pertaining to any of the equipment described above and all accounts, chattel paper and general intangibles relating to the collateral which may now exist or hereafter arise, together with all rights arising thereunder, including, without limitation, all rights of the Debtor to receive all payments due and to become due thereunder, and any and all proceeds of the foregoing including but not limited to Schedule A Rail Equipment List to Rail Equipment Lease Number 05/1204.01L dated June 6, 1996 between TPS Leasing Company, LLC as Lessor and Steeiton and Highspire Railroad Company as Lessee."

Transamerica Business Credit Corporation

By: [Signature]

Title: [Signature]

TPS Leasing Company, LLC

By: [Signature]

Thomas T. Toland

Title: President