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December 29, 1998

RECORDATION NO. 21917 FILED

DEC 30 '98

4-40 PM

VIA FEDEX

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, DC 20423

Re: Documents to be Recorded Pursuant to 49 U.S.C. § 11301

Ladies and Gentlemen:

Please file in the records of the Surface Transportation Board the enclosed original Memorandum of Lease relating to certain railcars described further below. Also enclosed is Hahn Loeser & Parks check number 038028 in the amount of \$26.00 to cover the filing fee. The index information for the Memorandum of Lease is as follows:

Railcars: 47- 1998 Trinity model # 30-255-5 25,498 gallon capacity tank railcars bearing reporting marks listed in the Memorandum of Lease.

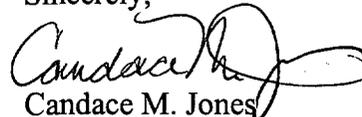
Lessor: ICX Corporation
Three Summit Park Drive
Cleveland, OH 44131

Lessee: Cenex Harvest States Cooperatives
5500 Cenex Drive
Inver Grove Heights, MN 55077

Interest: The Railcars are owned by ICX Corporation and leased to Cenex Harvest States Cooperatives.

Please file the original Memorandum of Lease and return the three copies, time and date-stamped, for our records in the enclosed self-addressed return envelope. If you have any questions, please call me at the direct dial number listed above. Thank you for your attention to this matter.

Sincerely,


Candace M. Jones

cc: ICX Corporation
Cenex Harvest States Cooperatives

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Candace M. Jones
Hahn Loeser Parks LLP
3300 BP America Building
200 Public Square
Cleveland, Ohio 44114-2301

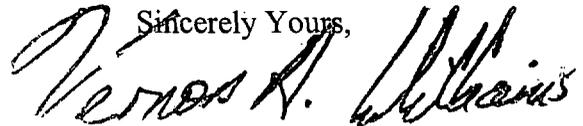
Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/30/98 at 4:40PM, and

assigned recordation number(s). 21917.

Sincerely Yours,



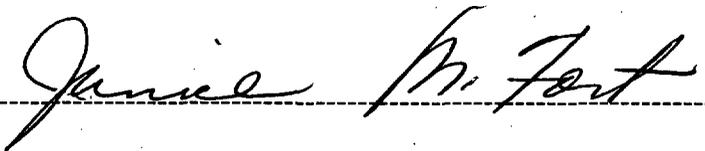
Vernon A. Williams

Enclosure(s)

26.00

\$_____ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



DEC 30 '98 4-40 PM

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 30th day of December, 1998, by and between ICX Corporation, an Ohio corporation having its principal place of business at Three Summit Park Drive, Suite 200, Cleveland, Ohio 44131 ("Lessor") and Cenex Harvest States Cooperatives, a Minnesota corporation having its principal place of business at 5500 Cenex Drive, Inver Grove Heights, Minnesota 55077 ("Lessee").

1. Lessor is the owner of 47 Trinity model #30-255-5, 25,498 gallon capacity tank railcars bearing railroad reporting marks as follows (collectively, the "Railcars"):

CHSX 255004	CHSX 255029	CHSX 255051	CHSX 255077
CHSX 255005	CHSX 255033	CHSX 255053	CHSX 255079
CHSX 255006	CHSX 255035	CHSX 255057	CHSX 255084
CHSX 255007	CHSX 255036	CHSX 255059	CHSX 255085
CHSX 255008	CHSX 255037	CHSX 255061	CHSX 255087
CHSX 255012	CHSX 255039	CHSX 255062	CHSX 255089
CHSX 255014	CHSX 255040	CHSX 255065	CHSX 255092
CHSX 255015	CHSX 255042	CHSX 255066	CHSX 255097
CHSX 255017	CHSX 255044	CHSX 255069	CHSX 255098
CHSX 255018	CHSX 255045	CHSX 255070	CHSX 255099
CHSX 255021	CHSX 255047	CHSX 255072	CHSX 255100
CHSX 255028	CHSX 255050	CHSX 255075	

2. Lessor and Lessee have entered into a Lease Agreement dated December 30, 1998 pursuant to which Lessor will lease the Railcars to Lessee for an initial term of fifteen years commencing December 30, 1998.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:

John B. [Signature]
Robert H. [Signature]

Signed and acknowledged
in the presence of:

David A. Kastelnik

ICX CORPORATION, Lessor

By: Michael R. Eabbitt
Name/Title: **MICHAEL R. EABBITT**
SENIOR VICE PRESIDENT

CENEX HARVEST STATES
COOPERATIVES, Lessee

By: John Schmitz
Name/Title: **John Schmitz**
Vice President - Finance

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael Babbett its Senior Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 29 day of December, 1998.



Notary Public

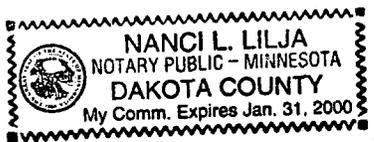
Roberta L. Evans
Notary Public

My Commission Expires
November 13, 1999

State of Minnesota)
County of Dakota) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Cenex Harvest States Cooperatives, a Minnesota corporation (the "Corporation"), by John Schmitz its Vice President - Finance who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at St. Paul, Minnesota, this 28th day of December, 1998.



Nanci Lilja
Notary Public