

LAW OFFICES

ALVORD AND ALVORD

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

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
JAMES C MARTIN JR*

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W
WASHINGTON, D.C.

OF COUNSEL
URBAN A LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

20006-2973

(202) 393-2266

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MAR 29 1991 8:35 AM
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MAR 23 1991 8:35 AM
INTERSTATE COMMERCE COMMISSION
GUARD DESK
New No.

March 28, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

1-092A001

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged original copies of 1) a Full Warranty Bill of Sale dated March 27, 1991 and 2) a Memorandum of Lease dated March 27, 1991, primary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are

Seller/Lessee: J. R. Simplot Company
One Capital Center
999 Main Street, Suite 1300
Boise, Idaho 83707

Buyer/Lessor: U.S. Bancorp Leasing & Financial
111 S.W. Fifth Avenue, Suite 1000
Portland, Oregon 97204

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

Fifty (50) new Gunderson 100 ton Single Sheath
Box Cars lettered and numbered JRSX 6100
through JRSX 6149, both inclusive.

Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

C. T. Kappler
A. Alvord

\$30.
- A
MAR 28 1991

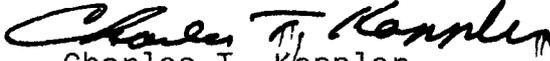
Mr. Sidney L. Strickland, Jr.
March 28, 1991
Page Two

Kindly return stamped copies of the enclosed documents to the undersigned.

A short summary of the enclosed primary documents to appear in the Commission's Recordation Register is:

Full Warranty Bill of Sale and Memorandum of Lease, each dated March 27, 1991, between J.R. Simplot Company, Seller/Lessee, and U.S. Bancorp Leasing & Financial, Buyer/Lessor, covering 50 new 100 ton Single Sheath Box Cars, JRSX 6100 - JRSX 6149, both inclusive.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

MAR 29 1991 - 8 35 AM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that on March 27, 1991, U. S. Bancorp Leasing & Financial, as lessor, and J. R. Simplot Company, as lessee, made and entered into a railcar lease agreement for the railcars owned by U. S. Bancorp Leasing & Financial and described on Exhibit A hereto. The lease term is scheduled to expire (unless extended) on March 30, 2001.

IN WITNESS WHEREOF the parties have executed this memorandum to be effective as of the date specified above.

U. S. BANCORP LEASING & FINANCIAL

J. R. SIMPLOT COMPANY

By [Signature]

By [Signature]

STATE OF OREGON)
) SS
COUNTY OF MULTNOMAH)

On this 27th day of March, 1991, before me personally appeared Kevin M. Grant, to me personally known, who being by me duly sworn, says that (s)he is the Asst. Vice Pres. of U.S. Bancorp Leasing & Financial, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

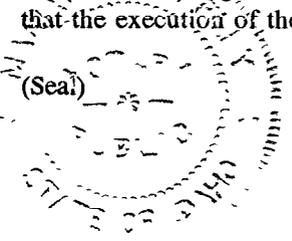


Patricia G. Reese
Signature of Notary Public
My commission expires: 2/25/95

STATE OF IDAHO)
) SS
COUNTY OF Ada)

On this 27 day of March, 1991, before me personally appeared James D. Crawford, to me personally known, who being by me duly sworn, says that (s)he is the Treasurer of J. R. Simplot Co., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Marianne Starley
Signature of Notary Public
My commission expires: 7/13/96

LESSOR:

U. S. Bancorp Leasing & Financial
Suite 1000
111 S.W. Fifth Avenue
Portland, Oregon 97204

LESSEE:

J. R. Simplot Company
One Capital Center
Suite 1300
999 Main Street
Boise, Idaho 83707

EXHIBIT "A"

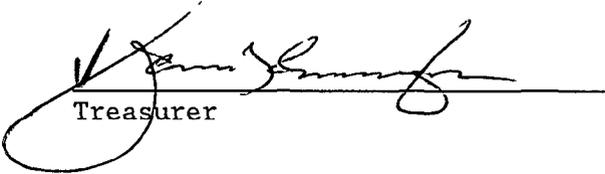
This exhibit is hereby integrated and incorporated by reference into and made a part of the Master Equipment Lease dated March 27, 1991.

Schedule Number: 030

Property Location: J.R. Simplot Company
323 LaFond St
Caldwell, Idaho 83605

EQUIPMENT DESCRIPTION

Fifty (50) new Gunderson 100 Ton Single Sheath Box Cars lettered and numbered JRSX 6100 thru JRSX 6149, including all modifications converting them to cryogenic railcars, such as interior frames, insulation, bunker assembly (ceiling), walls, flooring, doors, paint, and CO2 system and piping.


Treasurer