



Firstar Corporation
Law Department

Gilbert L. Southwell, III
Senior Attorney
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October 7, 1996

REGISTRATION NO. 18242- A FILED 1825

OCT 28 1996 -9 55 AM

OCT 28 9 34 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Surface Transportation Board
Office of the Secretary Recordation Unit
Washington D.C. 20036

Re: Recording of Documents

Dear Secretary:

Enclosed please find an original and one copy of the documents described below to be recorded pursuant to Section 11303 of Title 49 of U.S. Code:

A. Primary Documents: None

B. Secondary Documents:

(1) A Memorandum of Assignment of Lease, dated September 23, 1996. The primary document to which this document is connected is a certain Memorandum of Lease, dated September 23, 1993 which was previously filed in the Interstate Commerce Commission on May 20, 1993, Recordation No. 18242. We request that this Memorandum of Collateral Assignment of Lease be cross-indexed with that document. The names and addresses of the parties to this document are as follows:

- (a) Original Lessor: Railcar Leasing Specialists
719 10th Street
Wilma, IL 60094
- (b) Original Lessee: Minnesota Corn Processors
400 West Main Street, Suite 201
Marshall, MN 56258
- (c) Assignee of Lessor: Mid-States Financial Corp.
850 Algonquin Road, Suite 103
Schaumburg, IL
now a part of Firstar Bank Illinois

777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

October 7, 1996

Page 2

- (d) Subsequent Assignee: Firststar Bank Milwaukee, N.A.
777 East Wisconsin Avenue
Milwaukee, WI 53202
- (e) A description of the equipment covered by the above-described document is ten covered hopper cars which are further described in the attached Memorandum of Collateral Assignment of Lease.
- (f) Short Summary of Document: Memorandum of Collateral Assignment of Lease (of Rolling Stock), dated September 23, 1996 by and between Mid-States Financial Corp., 850 Algonquin Road, Suite 103, Schaumburg, Illinois and Firststar Bank Milwaukee, N.A., 777 East Wisconsin Avenue, Milwaukee, Wisconsin, covering ten covered hopper cars and connected to a certain Memorandum of Lease, dated September 23, 1993 with Recordation No. 18242.

A fee of \$22.00 is enclosed. Please record the attached original document and file stamp the enclosed copy for our records, and return the documents in the enclosed self-addressed, stamped envelope directly to the undersigned.

Sincerely,



Gilbert L. Southwell, III
Senior Attorney

mkf

Enclosure

G:\FINANCE\MKF\GLS\SURFACE SAM
10/07/96

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

10/28/96

Gilbert L. Southwell, III
Senior Attorney
Firststar Corporation
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

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 10/28/96 at 9:55AM, and assigned recordation number(s). 13242-A.

Sincerely yours,

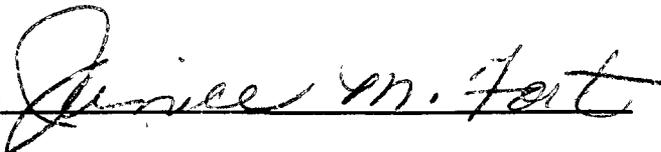


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 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



18242-4

OCT 28 1995 9:37 AM

MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE

TO: Surface Transportation Board
1400 16th Street, N.W., Suite 300
Washington D.C. 20036

This Memorandum hereby gives notice that a certain Equipment Lease dated August 1, 1992 ("Lease") by and between Railcar Leasing Specialists, Inc. ("Lessor") and Minnesota Corn Processors ("Lessee") covering ten (10) covered hopper cars which was recorded in the Interstate Commerce Commission records on May 20, 1993 as Recordation No. 18242, has been collaterally assigned to Mid-States Financial Corp., 850 Algonquin Road, Suite 103, Schaumburg, Illinois 60173-3808, by virtue of a certain Collateral Assignment of Lease and Assignment of Rents by and between Railcar Leasing Specialists and Mid-States Financial Corp. dated February 1, 1993, which Lease was further collaterally assigned to Firststar Bank Milwaukee, N.A. by Mid-States Financial Corp. by virtue of a Collateral Assignment of Lease, Assignment of Lease or Security Agreement (With Recourse), and an Assignment of Rents by and between Mid-States Financial Corp. and Firststar Bank Milwaukee, N.A., each dated February 1, 1993.

The Lease described above covered ten (10) covered hopper cars which are more specifically described in Exhibit A hereto which are incorporated herein by reference.

Dated this 4th day of October, 1996.

MID-STATES FINANCIAL CORP.

By: [Signature]
Name and Title: Asst. Secretary

FIRSTAR BANK MILWAUKEE, N.A.

By: [Signature]
Name and Title: GILBERT L. SOUTHWELL, III
SENIOR ATTORNEY

STATE OF WISCONSIN)
) ss
COUNTY OF MILWAUKEE)

Personally came before me this 4th day of October, 19 96,
Gilbert L. Southwell, III to me known to be the
person(s) who executed the foregoing instrument, and to me known as Assistant Secretary
of said Mid-States Financial
Corp., and acknowledged
that they executed the foregoing instrument as officer of said corporation by
its authority.

Mary K. Fingar

Mary K. Fingar

(Print or Type Name)

(Notarial Seal)

Notary Public
County of Milwaukee
State of Wisconsin
My commission expires ~~is permanent~~
April 11, 19 99

STATE OF WISCONSIN)
) ss
COUNTY OF MILWAUKEE)

Personally came before me this 4th day of October, 19 96,
Gilbert L. Southwell, III to me known to be the
person(s) who executed the foregoing instrument, and to me known as Senior
Attorney of said Firstar Bank
Milwaukee, N.A., and acknowledged
that they executed the foregoing instrument as officer of said bank by
its authority.

Mary K. Fingar

Mary K. Fingar

(Print or Type Name)

(Notarial Seal)

Notary Public
County of Milwaukee
State of Wisconsin
My commission expires ~~is permanent~~
April 11, 19 99

This was drafted by Gilbert L. Southwell, III, and should be returned to Firstar Bank Milwaukee, N.A., 777 East Wisconsin Avenue, Milwaukee, Wisconsin, 53202.

EXHIBIT A

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBER</u>
Pneumatic Covered Hoppers	Ten (10)	AT-400050 AT-400054 AT-400057 AT-400059 AT-400061 AT-400066 AT-400069 AT-400071 AT-400073 AT-400074