

RECORDATION NO. 20466 FILED 1/25
JAN - 6 1997 - 4 05 PM

December 23, 1996

Secretary
Surface Transportation Board
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 1, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018

Lessee: Farmers Grain Dealers, Inc.
11000 W. 78th St. Suite 50
Eden Prairie, MN 55344

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto.

Also enclosed is a check in the amount of ~~\$21.00~~ ^{\$ 22.00} payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very truly yours,



Keith Andersen
Manager-Documentation

SCHEDULE 1 - DESCRIPTION OF EQUIPMENT*04-Dec-96*

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
FAGR007				
	UMP	810031	C113	1
	UMP	810098	C113	1
	UMP	810000	C113	1
	UMP	810086	C113	1
	UMP	810070	C113	1
	UMP	810053	C113	1
	UMP	810051	C113	1
	UMP	810047	C113	1
	UMP	810042	C113	1
	UMP	810040	C113	1
	UMP	810037	C113	1
	UMP	810036	C113	1
	UMP	810372	C113	1
	UMP	810032	C113	1
	UMP	810157	C113	1
	UMP	810028	C113	1
	UMP	810025	C113	1
	UMP	810020	C113	1
	UMP	810019	C113	1
	UMP	810016	C113	1
	UMP	810011	C113	1
	UMP	810010	C113	1
	UMP	810009	C113	1
	UMP	810007	C113	1
	UMP	810005	C113	1

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
UMP	810003	C113	1	
UMP	810002	C113	1	
UMP	810001	C113	1	
UMP	810034	C113	1	
UMP	810197	C113	1	
UMP	810371	C113	1	
UMP	810358	C113	1	
UMP	810343	C113	1	
UMP	810338	C113	1	
UMP	810337	C113	1	
UMP	810332	C113	1	
UMP	810328	C113	1	
UMP	810326	C113	1	
UMP	810325	C113	1	
UMP	810319	C113	1	
UMP	810316	C113	1	
UMP	810090	C113	1	
UMP	810308	C113	1	
UMP	810160	C113	1	
UMP	810196	C113	1	
UMP	810195	C113	1	
UMP	810189	C113	1	
UMP	810188	C113	1	
UMP	810187	C113	1	
UMP	810186	C113	1	
UMP	810181	C113	1	
UMP	810177	C113	1	
UMP	810174	C113	1	

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
	UMP	810173	C113	1
	UMP	810169	C113	1
	UMP	810168	C113	1
	UMP	810162	C113	1
	UMP	810315	C113	1

Grand Total:

58

CARINIT

CARNUM

CARTYPE

CARINIT	CARNUM	CARTYPE
UMP	001123	C113
UMP	001124	C113
UMP	001125	C113
UMP	001126	C113
UMP	001127	C113
UMP	001128	C113
UMP	001129	C113
UMP	001130	C113
UMP	001131	C113
UMP	001132	C113
UMP	001866	C113
UMP	006405	C113
UMP	006448	C113
UMP	006502	C113
UMP	006519	C113
UMP	006542	C113
UMP	006579	C113
UMP	006581	C113
UMP	006639	C113
UMP	012172	C113
UMP	046218	C113
UMP	046227	C113
UMP	046270	C113
UMP	046277	C113
UMP	046726	C113
UMP	046792	C113
UMP	046891	C113
UMP	049363	C113
UMP	049484	C113
UMP	049496	C113
UMP	050988	C113
UMP	054396	C113
UMP	054652	C113
UMP	054674	C113
UMP	054694	C113
UMP	055360	C113
UMP	056187	C113
UMP	056211	C113
UMP	056220	C113
UMP	057327	C113
UMP	057329	C113
UMP	063371	C113
UMP	063383	C113
UMP	064005	C113
UMP	065009	C113
UMP	102001	C113
UMP	300107	C113
UMP	300134	C113
UMP	300137	C113
UMP	300138	C113
UMP	300147	C113
UMP	300154	C113
UMP	300155	C113
UMP	300163	C113
UMP	300180	C113
UMP	300190	C113
UMP	300192	C113

CARINIT

CARNUM

CARTYPE

CARINIT	CARNUM	CARTYPE
UMP	475001	C113
UMP	475515	C113
UMP	478898	C113
UMP	479069	C113
UMP	479151	C113
UMP	479207	C113
UMP	479222	C113
UMP	479291	C113
UMP	479314	C113
UMP	479320	C113
UMP	479351	C113
UMP	479361	C113
UMP	479372	C113
UMP	479373	C113
UMP	479386	C113
UMP	479392	C113
UMP	479689	C113
UMP	479741	C113
UMP	479793	C113
UMP	480062	C113
UMP	480066	C113
UMP	480067	C113
UMP	480071	C113
UMP	480072	C113
UMP	480077	C113
UMP	480084	C113
UMP	480097	C113
UMP	480170	C113
UMP	480185	C113
UMP	480249	C113
UMP	480254	C113
UMP	480257	C113
UMP	480300	C113
UMP	480308	C113
UMP	480326	C113
UMP	480328	C113
UMP	480354	C113
UMP	480553	C113
UMP	480655	C113
UMP	480714	C113
UMP	480725	C113
UMP	480736	C113
UMP	480796	C113
UMP	480811	C113
UMP	480844	C113
UMP	480931	C113
UMP	480949	C113
UMP	480957	C113
UMP	480967	C113
UMP	480975	C113
UMP	480976	C113
UMP	480993	C113
UMP	481045	C113
UMP	481050	C113
UMP	481063	C113
UMP	481071	C113
UMP	481072	C113

CARINIT	CARNUM	CARTYPE
UMP	481074	C113
UMP	481075	C113
UMP	481077	C113
UMP	481082	C113
UMP	481084	C113
UMP	481086	C113
UMP	481087	C113
UMP	481088	C113
UMP	481089	C113
UMP	481092	C113
UMP	481093	C113
UMP	481096	C113
UMP	481118	C113
UMP	481132	C113
UMP	481139	C113
UMP	482119	C113
UMP	482123	C113
UMP	482126	C113
UMP	482176	C113
UMP	482177	C113
UMP	482185	C113
UMP	482518	C113
UMP	482529	C113
UMP	482543	C113
UMP	482545	C113
UMP	482548	C113
UMP	482551	C113
UMP	482565	C113
UMP	482611	C113
UMP	483161	C113
UMP	483643	C113
UMP	486486	C113
UMP	489432	C113
UMP	489478	C113
UMP	489536	C113
UMP	489562	C113
UMP	489737	C113
UMP	489787	C113
UMP	490143	C113
UMP	490145	C113
UMP	490146	C113
UMP	490150	C113
UMP	490151	C113
UMP	490152	C113
UMP	490159	C113
UMP	510603	C113
UMP	510605	C113
UMP	510610	C113
UMP	510712	C113
UMP	510713	C113
UMP	510725	C113
UMP	510728	C113
UMP	510733	C113
UMP	510734	C113
UMP	510736	C113
UMP	510741	C113
UMP	510744	C113

CARINIT	CARNUM	CARTYPE
UMP	510749	C113
UMP	510750	C113
UMP	510753	C113
UMP	510905	C113
UMP	510906	C113
UMP	510915	C113
UMP	510918	C113
UMP	510923	C113
UMP	510927	C113
UMP	510937	C113
UMP	510939	C113
UMP	510941	C113
UMP	510942	C113
UMP	510944	C113
UMP	510947	C113
UMP	510948	C113
UMP	510949	C113
UMP	511019	C113
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UMP	511030	C113
UMP	511031	C113
UMP	511035	C113
UMP	511489	C113
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UMP	511516	C113
UMP	511520	C113
UMP	511524	C113
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UMP	511531	C113
UMP	511534	C113
UMP	511536	C113
UMP	511537	C113
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UMP	511541	C113
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UMP	511545	C113
UMP	511546	C113
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UMP	511551	C113
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UMP	511554	C113
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UMP	511557	C113
UMP	511558	C113
UMP	511559	C113
UMP	511561	C113
UMP	511564	C113
UMP	511571	C113
UMP	511575	C113
UMP	511578	C113
UMP	511579	C113

CARINIT	CARNUM	CARTYPE
UMP	511582	C113
UMP	511583	C113
UMP	511584	C113
UMP	511585	C113
UMP	511586	C113
UMP	511592	C113
UMP	511593	C113
UMP	511594	C113
UMP	511595	C113
UMP	511596	C113
UMP	511597	C113
UMP	511598	C113
UMP	511599	C113
UMP	511601	C113
UMP	511604	C113
UMP	511606	C113
UMP	511607	C113
UMP	511610	C113
UMP	511611	C113
UMP	511612	C113
UMP	511615	C113
UMP	511617	C113
UMP	511619	C113
UMP	511620	C113
UMP	511622	C113
UMP	511625	C113
UMP	511626	C113
UMP	511627	C113
UMP	511630	C113
UMP	511631	C113
UMP	511632	C113
UMP	511633	C113
UMP	511634	C113
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UMP	511660	C113
UMP	511662	C113
UMP	511665	C113
UMP	511666	C113
UMP	511667	C113
UMP	511669	C113
UMP	511671	C113
UMP	511672	C113
UMP	511673	C113
UMP	511680	C113
UMP	511683	C113
UMP	800569	C113

CARINIT	CARNUM	CARTYPE
UMP	801117	C113
UMP	810030	C113
UMP	810033	C113
UMP	810052	C113
UMP	810055	C113
UMP	810056	C113
UMP	810084	C113
UMP	810163	C113
UMP	810179	C113
UMP	810237	C113
UMP	810260	C113
UMP	810275	C113
UMP	810289	C113
UMP	810291	C113
UMP	810360	C113

300 rows selected.

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CARINIT	CARNUM	CARTYPE
FURX	840407	C113
FURX	840408	C113
FURX	840409	C113
FURX	840410	C113
FURX	840411	C113
FURX	840412	C113
FURX	840413	C113
FURX	840414	C113
FURX	840415	C113
FURX	840416	C113
FURX	840417	C113
FURX	840418	C113
FURX	840419	C113
FURX	840420	C113
FURX	840421	C113
FURX	840422	C113
FURX	840423	C113
FURX	840424	C113
FURX	840560	C114
FURX	840561	C114
FURX	840562	C114
FURX	840563	C114
FURX	840564	C114
FURX	840565	C114
FURX	840566	C114
FURX	840567	C114
FURX	840568	C114
FURX	840569	C114
FURX	840570	C114
FURX	840571	C114
FURX	840572	C114
FURX	840573	C114
FURX	840574	C114
FURX	840575	C114
FURX	840576	C114
FURX	840577	C114
FURX	840578	C114
FURX	840579	C114
FURX	840580	C114
FURX	840581	C114
FURX	840582	C114
FURX	840583	C114
FURX	840584	C114
FURX	840585	C114
FURX	840586	C114
FURX	840587	C114
FURX	840588	C114
FURX	840589	C114
FURX	840590	C114
FURX	840591	C114
FURX	840592	C114
FURX	840593	C114
FURX	840594	C114
FURX	840595	C114
FURX	840596	C114
FURX	840597	C114
FURX	840598	C114

CARINIT

CARNUM

CARTYPE

FURX

840599

C114

58 rows selected.

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0129A

RECORDATION NO. 20466 FILED 1425
JAN - 6 1997 - 4 05 PM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of November, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FARMERS GRAIN DEALERS INC. ("Lessee"), a Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 01, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John I. Thomas

Name: John I. Thomas

Title: President

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 20 day of December, 1996.

[CORPORATE SEAL]



0129A

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally came before me this day and acknowledged that (s)he is President ~~Secretary~~ of First Union Rail Corp., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by Michelle Berg ~~as its~~ _____ ~~Secretary.~~

WITNESS my hand and official stamp or seal, this 20th day of December, 1996.

Michelle Berg
Notary Public

My Commission Expires:

2/18/98
(Notary Public)



LESSEE:

[NAME OF CORPORATION]

ATTEST:

By: Harold S. Richard

Name: HAROLD RICHARD

Title: PRESIDENT

By: Jack E. Figley

Name: JACK E. FIGLEY

Title: Secretary

Executed on this 12 day of December 1996.

[CORPORATE SEAL]

STATE OF Iowa

COUNTY OF Polk

I, Janet Spina, a Notary Public of the County and State aforesaid, certify that Jack Figley personally came before me this day and acknowledged that (s)he is Secretary of Farmers Grain Dealers, Inc, a Iowa corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by Jack Figley as its Secretary. NO Seal

WITNESS my hand and official stamp or seal, this 12 day of December, 1996.

Janet E. Spina
Notary Public

My Commission Expires:

5-29-97
(Notary Public)



0129A

STATE OF Iowa

COUNTY OF Pack

I, Janet Spina, a Notary Public of the County and State aforesaid, certify that Jack Figley personally came before me this day and acknowledged that (s)he is _____ Secretary of Farmer Grain Dealers, Inc a Iowa corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, ~~sealed with its corporate seal and~~ attested by Jack Figley as its _____ Secretary. no seal

WITNESS my hand and official stamp or seal, this 12 day of December, 1996.

Janet E. Spina
Notary Public

My Commission Expires:

5-29-97
(Notary Public)

