

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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January 23, 1997

Secretary
Surface Transportation Board
1201 Constitution Avenue, NW
Room 2311
Washington, DC 20423-0001

RECORDATION NO. 20513 FILED 1495
JAN 27 1997 - 10 40 AM

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 Memoranda of Lease Agreement with respect to four (4) separate transactions, each 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 documents are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, Illinois 60118

Lessee: Farmer's Commodities Transportation Company, L.L.C.
2829 Westown Parkway, Suite 200
Des Moines, Iowa 50266

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

Also enclosed is a check in the amount of \$88.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

MOORE & VAN ALLEN, PLLC


Robert I. Kenny

Enclosures

SCHEDULE I

DESCRIPTION OF EQUIPMENT

- (1) Forty (40) 5191 Cubic Foot Triple Covered Hopper Cars manufactured by Trinity Industries, Inc bearing reporting marks FCTX and running numbers 100-139
- (2) Six Hundred Eleven (611) 5161 Cubic Foot Triple Covered Hopper Cars manufactured by Trinity Industries, Inc. bearing reporting marks FCTX and running numbers 239, 243, 252, 261, 262, 269, 270, 343, 344, 347-368, 425-554, 240-242, 244-251, 253-260, 263-268, 271, 284-314, 369-385, 387, 555-613, 615, 616, 618, 614, 617, 619-740, 742-751, 753-758, 386, 388-398, 400-402, 417-424, 315-342, 345, 346, 399, 403-416, 272-283, 741, 752, 759-849.
- (3) One Hundred Forty Nine (149) 5160 Cubic Foot Triple Covered Hopper Cars manufactured by Trinity Industries, Inc bearing reporting marks FCTX and running numbers 140-238, 863, 864, 866, 867, 869, 870, 885, 887-892, 850-862, 865, 868, 871-884, 886, 893-899

RECORDATION NO. 20513
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MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 30, 1996, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("Lessor") and FARMER'S COMMODITIES TRANSPORTATION COMPANY, L.L.C., a Delaware limited liability company ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Master Equipment Lease Agreement dated November 1, 1996, (the "Lease") and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION RAIL CORPORATION

By: John J. Thomas
Name: JOHN J. THOMAS
Title: PRESIDENT

FARMER'S COMMODITIES
TRANSPORTATION COMPANY, L.L.C.

By: _____
Name: _____
Title: _____

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FIRST UNION RAIL CORPORATION

By: _____
Name: _____
Title: _____

FARMER'S COMMODITIES
TRANSPORTATION COMPANY, L.L.C.

By: Robert Mortenson
Name: Robert Mortenson
Title: President

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, do hereby certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 23 day of December, 1996.

Michelle Berg
Notary Public

My commission expires: 7/18/98



[NOTARY SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, do hereby certify that _____ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this _____ day of _____, 19__.

Notary Public

My commission expires:

[NOTARY SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, do hereby certify that _____ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this ____ day of _____, 19__.

Notary Public

My commission expires: _____

[NOTARY SEAL]

STATE OF MINNESOTA

COUNTY OF HENNEPIN

I, Terry Lee PERICH, a Notary Public in and for said state and county, do hereby certify that Robert MORTENSON personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

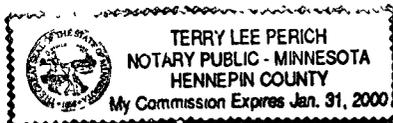
Witness my hand and official seal this 24th day of DECEMBER, 1996.

Terry Lee Perich
Notary Public

My commission expires:

JAN 31, 2000

[NOTARY SEAL]



SCHEDULE I

**DESCRIPTION OF EQUIPMENT
(December 30, 1996)**

- 45 5161 Cubic Foot Triple Covered Hopper Railroad Cars
 Reporting Marks: FCTX
 Running Numbers: 315-342, 345, 346, 399, 403-416
- 105 5161 Cubic Foot Triple Covered Hopper Railroad Cars
 Reporting Marks: FCTX
 Running Numbers: 272-283, 741, 752, 759-849