

RECORDATION NO. 23364 FILED

DEC 29 '00 2:37 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

December 29, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 27, 2000, 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 Security Leasing Company
381 East Broadway Avenue
Salt Lake City, Utah 84111

Lessee: J. R. Simplot Company
999 Main Street
Suite 1300
Boise, Idaho 83702

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

Thirty (30) tank cars: JRSX 1100 - JRSX 1129 inclusive.

Mr. Vernon A. Williams
December 29, 2000
Page 2

A short summary of the document to appear in the index is:

Memorandum of Lease, dated as of December 27, 2000, between First Security Leasing Company, Lessor, and J. R. Simplot Company, Lessee, covering thirty (30) tank cars: JRSX 1100 - JRSX 1129 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

23304 FILED

2-3-2001

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

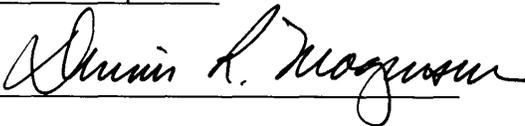
This MEMORANDUM OF LEASE dated as of December 27, 2000 (the "Memorandum"), documents that FIRST SECURITY LEASING COMPANY, a Utah corporation ("Lessor"), having an office at 381 E. Broadway Avenue, Salt Lake City, Utah 84111, did enter into that certain Master Equipment Lease Agreement dated as of December 27, 2000 (the "Lease") with J.R. SIMPLOT COMPANY, a Nevada corporation (the "Lessee"), having an office at 999 Main Street., Suite 1300, Boise, Idaho 83702, covering certain items of Equipment including railroad rolling stock, per attached Exhibit A. Pursuant to the Lease, the Lessee will take possession of those certain items of railroad equipment in connection with the execution and delivery of one or more lease Schedules and Certificates of Acceptance (each a "Lease Schedule") between the Lessee and the Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representatives as of the date first above written.

LESSOR: **FIRST SECURITY LEASING COMPANY**

By: 
Title: V.P.

LESSEE: **J.R. SIMPLOT COMPANY**
a Nevada Corporation

By: 
Title: SR. VP & CFO

STATE OF IDAHO)

ss.

COUNTY OF ADA)

On the 27th of December, 2000 personally appeared before me Dennis R. Mogensen who being by me duly sworn, did say that he is a Sr. VP & CFO of J.R. Simplot Company and that said instrument was duly signed on behalf of said corporation.

Margaret A. Cook

Notary Public



My commission expires:
8/26/2003

STATE OF IDAHO)

ss.

COUNTY OF ADA)

On the 27th of December, 2000 personally appeared before me James I. Fordham, who being by me duly sworn, did say that he is a Vice President of First Security Leasing Company and that said instrument was duly signed on behalf of said corporation.

Mark Brunell

Notary Public

My commission expires:
05-13-03

EXHIBIT A

Thirty (30) Union Tank Car Company III A100WI T104 14,700 gallon insulated Tank Cars, manufactured in 1993, with the following Car Numbers:

JRSX1100	JRSX1115
JRSX1101	JRSX1116
JRSX1102	JRSX1117
JRSX1103	JRSX1118
JRSX1104	JRSX1119
JRSX1105	JRSX1120
JRSX1106	JRSX1121
JRSX1107	JRSX1122
JRSX1108	JRSX1123
JRSX1109	JRSX1124
JRSX1110	JRSX1125
JRSX1111	JRSX1126
JRSX1112	JRSX1127
JRSX1113	JRSX1128
JRSX1114	JRSX1129