



First Union Rail Corporation
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS 2nd DAY AIR

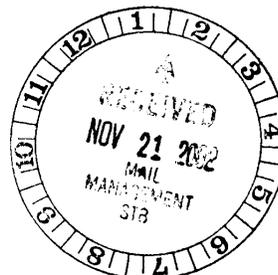
November 19, 2002

RECORDATION NO. 21994-A FILED

NOV 22 02

10-12 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 15, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21994.

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, IL 60018

Lessee: Ag Processing, Inc.
 12700 W. Dodge Road
 Omaha, NE 68103

A description of the railroad equipment covered by the enclosed document is nine (9) 5150 cubic foot capacity covered hopper cars, with NYDX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
 Manager of Documentation

Enclosures

(AGP014)

ASGN. NO.: AGP014

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of October, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ag Processing, Inc. ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1996, ~~2002~~, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8, the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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: Richard F. Seymour

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K.A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 15th day of October, 2002.

[CORPORATE SEAL]

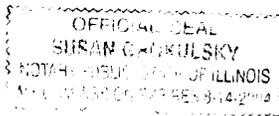
STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of October, 2002.

Susan Grokulska
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

AG PROCESSING, INC.

By: Terry J. Voss

Name: Terry J. Voss

Title: Dr. V.P. Mgr.

ATTEST:

By: Delores D. Armstrong

Name: Delores D. Armstrong

Title: Rail Equipment Mgr Executed on this 30 day of September, 2002.

[CORPORATE SEAL]

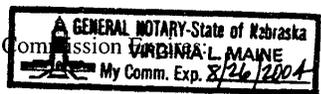
STATE OF Nebraska

COUNTY OF Douglas

I, Virginia L. Maine, a Notary Public of the County and State aforesaid, certify that Terry J. Voss personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30 day of September, 2002.

Virginia L. Maine
Notary Public



(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nine (9)

DESCRIPTION OF CARS: 5150 cu.ft. covered hoppers loading to 286,000 lb. capacity

CAR NUMBERS: See list below:

NDYX 516251
NDYX 516253
NDYX 516274
NDYX 516275
NDYX 516277
NDYX 516280
NDYX 516302
NDYX 516303
NDYX 516305