



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

December 13, 2002

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

RECORDATION NO. 21994-B FILED
DEC 19 '02 10-29 AM
SURFACE TRANSPORTATION BOARD

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 November 26, 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	Lessee:	Ag Processing, Inc.
	One O'Hare Center		12700 W. Dodge Road
	6250 River Road, Suite 5000		Omaha, NE 68103
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is fifty (50) 5127 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

(AGP015)

ASGN. NO.: AGP015

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of November, 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, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 10, 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
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION

Executed on this 26th day of Nov., 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 26th day of November, 2002.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

Assn No. AGP 015
Rdr 9

LESSEE:

AG PROCESSING, INC.

By: Terry J. Voss
Name: Terry J. Voss
Title: Sr. VP Trans.

ATTEST:

By: Delores Armstrong
Name: Delores Armstrong
Title: Rail Equipment Manager Executed on this 18 day of November, 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 18 day of November, 2002.

Virginia L. Maine
Notary Public

Commission Expires

(Notary Public)

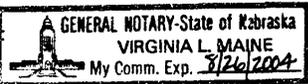


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 5127 cu. ft. covered hoppers loading to 286,000 lb. capacity with trough hatches and vibrator brackets.

CAR NUMBERS: See below:

NDYX 512700	NDYX 512726
NDYX 512701	NDYX 512727
NDYX 512702	NDYX 512728
NDYX 512703	NDYX 512729
NDYX 512704	NDYX 512730
NDYX 512705	NDYX 512731
NDYX 512706	NDYX 512732
NDYX 512707	NDYX 512733
NDYX 512708	NDYX 512734
NDYX 512709	NDYX 512735
NDYX 512710	NDYX 512736
NDYX 512711	NDYX 512737
NDYX 512712	NDYX 512738
NDYX 512713	NDYX 512739
NDYX 512714	NDYX 512740
NDYX 512715	NDYX 512741
NDYX 512716	NDYX 512742
NDYX 512717	NDYX 512743
NDYX 512718	NDYX 512744
NDYX 512719	NDYX 512745
NDYX 512720	NDYX 512746
NDYX 512721	NDYX 512747
NDYX 512722	NDYX 512748
NDYX 512723	NDYX 512749
NDYX 512724	Count: 50
NDYX 512725	