

# FAEGRE & BENSON LLP

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January 14, 1997

## VIA UPS COURIER

Vernon A. Williams  
Office of the Secretary  
Recordations Unit  
Surface Transportation Board  
12th Street and Constitution Avenue, NW  
Washington, D C 20423

RECORDED  
20235 - C  
JAN 14 1997 9:00 AM

Re. **Recordation of Lease Supplement to Lease  
recorded under number 20235**

Dear Mr Williams

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code

### **Document Descriptions**

Equipment Lease Supplement No. 3, dated as of December 30, 1996, between Farm Credit Leasing Services Corporation as agent for CoBank, ACB and ProGold Limited Liability Company ("Lease Supplement No 3") relating to recordation number 20235

### **Party Information**

The names and addresses of the parties to the enclosed secondary document are as follows

(a) Lessor

Farm Credit Leasing Services Corporation  
1600 Colonnade  
5500 Wayzata Blvd  
Minneapolis, MN 55416-1252

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(b) as agent for Owner  
CoBank, ACB  
5500 South Quebec Street  
Greenwood Village, Colorado 80111

(c) Lessee  
  
ProGold Limited Liability Company  
101 North Third Street  
Moorhead, MN 56560

### Equipment Information

The equipment covered by the enclosed secondary document is as follows No equipment is covered by the enclosed secondary document

### Summary Information

A summary of the enclosed secondary documents is as follows

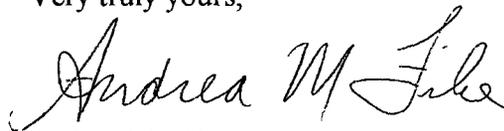
Lease Supplement dated December 30, 1996 reflecting the amendment and ratification and affirmation of the amendment of Lease Supplement No 1, dated December 2, 1996 and Lease Supplement No 2, dated December 27, 1996 between Farm Credit Leasing Services Corporation as agent for CoBank, ACB and ProGold Limited Liability Company

Our check payable to the Surface Transportation Board for the filing fee of \$22 is enclosed Please return the original of each of the enclosed documents to me at the following address:

Andrea M Fike  
Faegre & Benson  
2200 Norwest Center  
90 South Sixth Street  
Minneapolis, MN 55402-3901

Please call me if you have any questions or desire additional information

Very truly yours,



Andrea M Fike

AMF:yp

Enclosures

cc: David M Beadie

M1 0218545 01

RECORDING

20235-C  
JAN 15 1997 9:02 AM

LEASE SUPPLEMENT NO. 3

This Lease Supplement No. 3 dated December 30, 1996, between Farm Credit Leasing Services Corporation, a federally chartered corporation (the "Lessor"), not individually but solely as agent for the owner designated below (the "Owner"), and ProGold Limited Liability Company (the "Lessee").

OWNER: CoBank, ACB

1. Lessor and Lessee have heretofore entered into an Equipment Lease dated as of July 25, 1996 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof.

2. Lessor and Lessee have executed a Lease Supplement No. 1 dated December 2, 1996 ("Lease Supplement No. 1") and a Lease Supplement No. 2 dated December 27, 1996 ("Lease Supplement No. 2").

3. Lessee hereby amends its certification made in Lease Supplement No. 1 so that the "Lessor's Cost per Railcar" contained therein reads "\$67,029.18" rather than "\$66,456.00." This amendment shall be effective as of December 2, 1996.

4. Lessee hereby amends its certification made in Lease Supplement No. 2 so that the "Lessor's cost per Railcar" contained therein reads "\$67,029.18" rather than "\$66,456.00." This amendment shall be effective as of December 27, 1996.

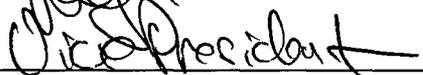
5. As herein amended, Lease Supplement No. 1 and Lease Supplement No. 2 are hereby ratified and affirmed in all respects.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, Lessor and Lessee have signed this Supplement as of the date and year first above written.

Farm Credit Leasing Services Corporation,  
as Agent

ProGold Limited Liability Company

By   
Its  Vice President

By   
Its: Chief Manager

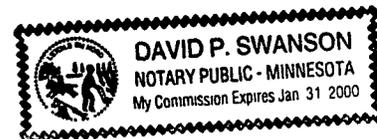
COUNTERPART NO. 7 OF 9 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. A SECURITY INTEREST IN THE LESSOR'S INTEREST IN THE ABOVE SUPPLEMENT THAT IS PERFECTED BY POSSESSION OF THIS SUPPLEMENT MAY BE PERFECTED BY POSSESSION OF ONLY COUNTERPART NO. 1 OF THIS SUPPLEMENT.

STATE OF MINNESOTA )  
 ) ss  
COUNTY OF RAMSEY )

On this 30th day of December, 1996, before me personally appeared Red Geurts, to me personally known, who being by me duly sworn, says that he is the Chief Manager of ProGold Limited Liability Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

David P. Swanson  
Signature of Notary Public  
My commission expires 1-31-2000



STATE OF Minnesota)  
 ) ss  
COUNTY OF Anoka )

On this 30 day of December, 1996, before me personally appeared Jeffrey A. Severson to me personally known, who being by me duly sworn, says that he is the Vice President of Farm Credit Leasing Services Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Catherine A. Ciaciura  
Signature of Notary Public  
My commission expires 1-31-2000

