RECORDATION NO. 21239-A FILED

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SURFACE TRANSPORTATION BOARD

REC'D NOV 23 1999

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MANAGEMENT
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BOMBARDIER
CAPITAL
Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone 1 (612) 420-8000
Fax 1 (612) 420-8003
http://www.capital.bombardier.com

November _____, 1999

Surface Transportation Department
Recording Department
1925 K. Street NW, Suite 700
Washington, DC 20423

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals of Amendment to Memorandum of Railcars Lease Agreement dated as of October 29, 1999, a secondary document as defined in the Board's Rules for Recordation of Documents. The enclosed Amendment to Memorandum of Railcar Lease Agreement amends that certain Memorandum of Railcar Lease Agreement which was recorded with the Surface Transportation Board on February 25, 1998 at 11:23 a.m. under Recordation No. 21239.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.
(Formerly called NorRail, Inc.)
6900 Wedgwood Drive, Suite 120
Maple Grove, MN 55311
Phone: 612-416-7205

Lessee: Cenex Harvest States Cooperatives
(formerly called Harvest States Cooperatives)
5600 Cenex Drive
Inver Grove Heights, MN 55077

The enclosed Amendment to Memorandum of Railcar Lease Agreement covers the two hundred thirty-eight (238) Covered Hopper Railcars bearing reporting marks and numbers described in Exhibit A thereto.

Enclosed is our check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing please contact the undersigned at 612-416-7205.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

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SURFACE TRANSPORTATION BOARD

Amendment No. 1 to Memorandum of Railcar Lease Agreement

THIS AMENDMENT NO. 1 TO MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of October 29, 1999 by and between **Bombardier Capital Rail Inc.** (formerly known as NorRail, Inc.), a Minnesota Corporation ("Lessor") and **Cenex Harvest States Cooperatives** (formerly known as Harvest States Cooperatives), a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into a Memorandum of Lease that was recorded with the Surface Transportation Board on February 25, 1998 as Recordation Number 21239.

2. Lessor and Lessee desire to amend the Memorandum of Lease by deleting the Exhibit A attached thereto and by substituting in its place the Exhibit A attached hereto which describes two hundred thirty-eight (238) covered hopper railcars.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:	**BOMBARDIER CAPITAL RAIL INC.** **(Formerly known as NorRail, Inc.)**	**LESSEE:**	**CENEX HARVEST STATES COOPERATIVES** **(Formerly known as Harvest States Cooperatives)**
BY:	L. Lee Struble	BY:	Denis Wendland
ITS:	L. Lee Struble Vice President-Sales	ITS:	VP 11-22-99
BY:	Bradley C. Gunstad	BY:	
ITS:	Bradley C. Gunstad ~~Vice President & General Counsel~~	ITS:	

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EXHIBIT A To MEMORANDUM OF RAILCAR LEASE AGREEMENT
CENEX HARVEST STATES COOPERATIVES
(FORMERLY KNOWN AS HARVEST STATES COOPERATIVES)

1. NRLX046005
2. NRLX046008
3. NRLX046016
4. NRLX046019
5. NRLX046020
6. NRLX046021
7. NRLX046022
8. NRLX046023
9. NRLX046024
10. NRLX046025
11. NRLX046026
12. NRLX046027
13. NRLX046028
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16. NRLX046031
17. NRLX046032
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22. NRLX046037
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26. NRLX046041
27. NRLX046042
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30. NRLX046046
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33. NRLX046050
34. NRLX046055
35. NRLX046057
36. NRLX046058
37. NRLX046059
38. NRLX046060
39. NRLX046066
40. NRLX046067
41. NRLX046068
42. NRLX046070
43. NRLX046073
44. NRLX046074
45. NRLX046076
46. NRLX046078
47. NRLX046079
48. NRLX046084
49. NRLX046086
50. NRLX046087
51. NRLX046090
52. NRLX046093
53. NRLX046094
54. NRLX046098
55. NRLX046099
56. NRLX046100
57. NRLX046103
58. NRLX046109
59. NRLX046113
60. NRLX046114
61. NRLX046115
62. NRLX046116
63. NRLX046119
64. NRLX046126
65. NRLX046129
66. NRLX046130
67. NRLX046131
68. NRLX046154
69. NRLX046156
70. NRLX046167
71. NRLX046170
72. NRLX046181
73. NRLX046198
74. NRLX046200
75. NRLX046201
76. NRLX046202
77. NRLX046203
78. NRLX046205
79. NRLX046209
80. NRLX046211
81. NRLX046212
82. NRLX046213
83. NRLX046215
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85. NRLX046217
86. NRLX046227
87. NRLX046230
88. NRLX046240
89. NRLX046241
90. NRLX046246
91. NRLX046249
92. NRLX046251
93. NRLX046254
94. NRLX046262
95. NRLX046263
96. NRLX046264
97. NRLX046268
98. NRLX046269
99. NRLX046270
100. NRLX046273
101. NRLX046274
102. NRLX046277
103. NRLX046278
104. NRLX046279
105. NRLX046311
106. NRLX046370
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108. NRLX046378
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110. NRLX046382
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112. NRLX046389
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125. NRLX047003
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151. NRLX047057
152. NRLX047064
153. NRLX047067
154. NRLX047070
155. NRLX047072
156. NRLX047073
157. NRLX047074
158. NRLX047076
159. NRLX047084
160. NRLX047092
161. NRLX047093
162. NRLX047095
163. NRLX047097
164. NRLX047101
165. NRLX047102
166. NRLX047103
167. NRLX047105
168. NRLX047109
169. NRLX047110
170. NRLX047112
171. NRLX047114
172. NRLX047116
173. NRLX047120
174. NRLX047123
175. NRLX047130
176. NRLX047133
177. NRLX047134
178. NRLX047135
179. NRLX047139
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182. NRLX047144
183. NRLX047145
184. NRLX047147
185. NRLX047155
186. NRLX047160
187. NRLX047162
188. NRLX047170
189. NRLX047174
190. NRLX047175
191. NRLX047194
192. NRLX047196
193. NRLX047198
194. NRLX047202
195. NRLX047203
196. NRLX047206
197. NRLX047207
198. NRLX047214
199. NRLX047215
200. NRLX047216
201. NRLX047217
202. NRLX047218
203. NRLX047219
204. NRLX047220
205. NRLX047221
206. NRLX047222
207. NRLX047226
208. NRLX047229
209. NRLX047234
210. NRLX047236
211. NRLX047239
212. NRLX047242
213. NRLX047244
214. NRLX047247
215. NRLX047249
216. NRLX047251
217. NRLX047252
218. NRLX047255
219. NRLX047264
220. NRLX047265
221. NRLX047266
222. NRLX047271
223. NRLX047272
224. NRLX047273
225. NRLX047275
226. NRLX047276
227. NRLX047277
228. NRLX047278
229. NRLX047281
230. NRLX047282
231. NRLX047284
232. NRLX047297
233. NRLX047299
234. NRLX047301
235. NRLX047350
236. NRLX047352
237. NRLX047355
238. NRLX047356

STATE OF MINNESOTA, COUNTY OF RAMSEY,TO WIT:

On this 22nd day of October, 1999 before me personally appeared,_____ _____and Dennis Wendland, to me personally known, who being by me duly sworn, says that they are the _____and Vice President, respectively of Cenex Harvest States Cooperatives (formerly known as Harvest States Cooperatives), a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Mychelle Christensen
Notary Public
My commission expires: Jan 31, 2000

MYCHELLE D. CHRISTENSEN
NOTARY PUBLIC – MINNESOTA
My Comm. Expires Jan. 31, 2000

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

On this 29 day of October, 1999 before me personally appeared, L. Lee Stuebe and Bradley C. Dunstad, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. General Counsel, respectively of NorRail, Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

GAIL M. BLAGSVEDT
NOTARY PUBLIC - MINNESOTA
WRIGHT COUNTY
My commission expires 1-31-2000

Gail M. Blagsvedt
Notary Public
My commission expires: 1-31-2000