RECORDATION NO. 21159-B FILED

DEC 21 '99 3-31 PM

21159 SURFACE TRANSPORTATION BOARD

RECEIVED DEC 13 1999 V.L MANAGEMENT STB

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 30, 1999

Surface Transportation Board
Recording Department
1925 K. Street NW, Suite 700
Washington, D.C. 20423

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Release and Termination dated as of November 30, 1999, to a Lease Memorandum previously recorded with the STB on January 14, 1998 as Recordation No. 21159 and thereafter amended by an Amendment No. 1 filed and recorded on September 22, 1999 as Recordation No. 21159-A. This Release and Termination is a secondary document as defined in the Board's Rules of Recordation of Documents.

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

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

Lessee: Mid Valley Grain Cooperative
c/o Cenex Harvest States Cooperatives
5600 Cenex Drive
Inver Grove Heights, MN 55077
Phone: 651-306-6511

The enclosed Release and Termination of Memorandum of Railcar Lease Agreement evidences the termination of the Lease between the Lessor and Lessee. Attached as Exhibit A to the Release and Termination is a Schedule which describes (by reporting mark and number) the forty (40) covered hopper railcars which were subject to the Lease.

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

WordPerfect/Forms//STB1751MidValleyGrain

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SURFACE TRANSPORTATION BOARD

RELEASE AND TERMINATION

This Release and Termination is dated as of this 30th day of November, 1999 and is executed and given by Bombardier Capital Rail Inc. (formerly called NorRail, Inc.), the "Lessor", to and for the benefit of Mid Valley Grain Cooperative, the "Lessee".

Whereas, the Lessee has heretofore entered into a Memorandum of Railcar Lease Agreement dated as of September 17, 1997 (the "Lease") with NorRail, Inc. as Lessor which Lease was filed and recorded with the Surface Transportation Board on January 14, 1998 and was assigned Recordation No. 21159.

Whereas, Lessor and Lessee have heretofore entered into an Amendment to Memorandum of Lease Agreement which was filed and recorded with the Surface Transportation Board on September 22, 1999 and was assigned Recordation No. 21159-A.

Whereas, the Amended Memorandum of Lease applied to forty (40) Covered Hopper Railcars as numbered on Exhibit A attached hereto (the "Railcars").

Now, therefore, Lessor, in consideration of the sum of $1 and other good and valuable consideration the receipt and adequacy of which are hereby acknowledged by Lessor, hereby declares that the Lease is satisfied (except with respect to indemnities of Lessee to Lessor which shall be deemed to survive the termination and discharge of the Lease) and consents that the Lease be discharged of record and hereby releases its interest in the Railcars.

In witness whereof, Lessor has caused this instrument to be executed this 30th day of November, 1999.

Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)

By: Bradley C. Gunstad

Bradley C. Gunstad

Title: Vice President & General Counsel

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

On this 30 day of November, 1999, before me personally appeared Bradley C. Gunstad to me personally known, who being by me duly sworn, says that he is a Vice President of Bombardier Capital Rail Inc., a Minnesota 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.

Witness my hand
and Official Seal:

Gail M. Blagsvedt
Notary Public

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

My Commission expires: 1-31-2000

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