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SURFACE TRANSPORTATION  
BOARD

SEP 29 3 55 PM '97

NorRail®, Inc.  
Buying, Selling, Leasing  
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 20894 FILED

September 23, 1997

SEP 29 '97

3-55 PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies of Memorandum of Railcar Lease Agreement dated as of August 19, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

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

Lessor: NorRail, Inc.  
308 - 12th Avenue South  
Buffalo, MN 55313  
Phone: 612-557-0215

Lessee: Harvest States Cooperatives, Amber Milling  
1667 Snelling Avenue  
St. Paul, MN 55164  
Phone: 612-641-8113

The Memorandum of Railcar Lease Agreement covers 20 - Pressure Differential Covered Hoppers which are identified in Exhibit A to the Memorandum of Railcar Lease Agreement. Enclosed is our check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly **return one 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 612-557-0215.

Very truly yours,

Bradley C. Gunstad  
General Counsel

Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 19, 1997 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Harvest States Cooperatives, Amber Milling Division, a Minnesota Corporation ("Lessee"), with reference to the following:

- 1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Rail Car Lease Agreement No. 1745 dated August 19, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the twenty (20) Railcars bearing the reporting marks and road numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

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

Lessee: NorRail, Inc.

Lessor: Harvest States Cooperatives, Amber Milling Division

By: [Signature]

By: Patrick E. Jewly

Its: VICE PRESIDENT SALES

Its: Vice President

By: [Signature]

By: Joanne Burmeister

Its: President

Its: Assistant Secretary

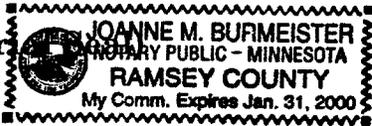
**EXHIBIT A**

<b><u>No.</u></b>	<b><u>Railcar Mark/Number</u></b>
1.	NRLX051260
2.	NRLX051261
3.	NRLX051262
4.	NRLX051263
5.	NRLX051264
6.	NRLX051265
7.	NRLX051266
8.	NRLX051267
9.	NRLX051268
10.	NRLX051269
11.	NRLX051270
12.	NRLX051271
13.	NRLX051272
14.	NRLX051273
15.	NRLX051274
16.	NRLX051275
17.	NRLX051276
18.	NRLX051277
19.	NRLX051278
20.	NRLX051279

STATE OF MINNESOTA, COUNTY OF RAMSEY, TO WIT:

On this 19<sup>th</sup> day of August, 1997 before me personally appeared, Patrick Jacoby and \_\_\_\_\_, to me personally known, who being by me duly sworn, says that they are the Vice President and \_\_\_\_\_, respectively of Harvest States Cooperatives, Amber Milling Division, 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.

(Notar



Joanne M. Burmeister  
Notary Public

My commission expires Jan. 31, 2000

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

On this 22<sup>nd</sup> day of August, 1997 before me personally appeared, L. Lee Struble and Robert D. Johnson, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and President \_\_\_\_\_, 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.

(Notarial Seal)



Gail M. Blagsvedt  
Notary Public

My commission expires 1-31-2000