

RECORDATION NO. 21159-A FILED

SEP 22 '99

11-25 AM



**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>

August 2, 1999

Surface Transportation Board  
Attn: Recordation of Railroad Equipment  
1925 K. Street NW, Suite 704  
Washington, D.C. 20423-0001

Dear Sir or Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of an Amendment dated as of February 17, 1999 to a Lease Memorandum previously recorded with the STB on January 14, 1998 as Recordation No. 21159. This Amendment is a secondary 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: 612-416-7205

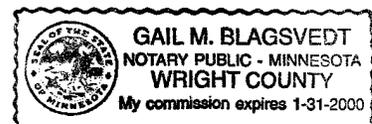
Lessee: Mid Valley Grain Cooperative  
c/o Cenex Harvest States Cooperative  
P.O. Box 64796 MS 120  
St. Paul, MN 55164-0796  
Phone: 651-306-6511

The enclosed Amendment to Memorandum of Railcar Lease Agreement evidences the change of the Railcars which are subject to the Lease. Attached as Exhibit A to the Amendment is a Schedule which describes (by reporting mark and number) the forty (40) covered hopper railcars which are now 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 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



FORMS/STB

RECORDATION NO. 21159-A  
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REC'D MAR 16 1999

### Amendment No. 1 to Memorandum of Railcar Lease Agreement

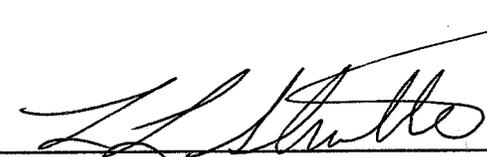
THIS AMENDMENT NO. 1 TO MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~November~~ <sup>February</sup> 17, 1999 by and between **NorRail, Inc.**, a Minnesota Corporation ("Lessor") and **Mid Valley Grain Cooperative**, a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into a Memorandum of Lease that was recorded with the Surface Transportation Board on January 14, 1998 as Recordation Number 21159.
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 forty (40) covered hopper railcars.

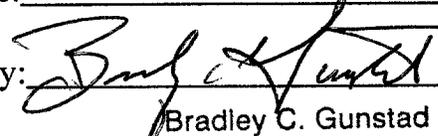
IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

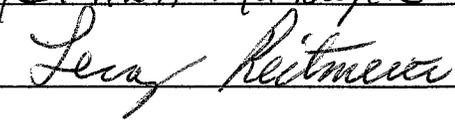
LESSOR: **NorRail, Inc.**

LESSEE: **Mid Valley Grain Cooperative**

By:   
 Its: **L. Lee Struble**  
**Vice President-Sales**

By:   
 Its: **General Manager**

By:   
 Its: **Bradley C. Gunstad**  
**Vice President & General Counsel**

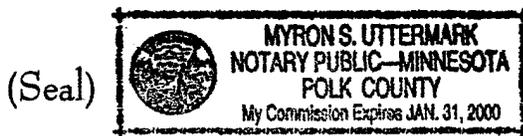
By:   
 Its: \_\_\_\_\_

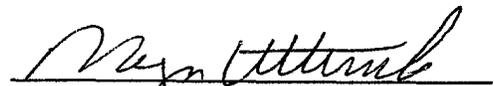
## **Amendment No. 1 to Memorandum of Railcar Lease Agreement**

1. NRLX046047
2. NRLX046049
3. NRLX046100
4. NRLX046103
5. NRLX046109
6. NRLX046113
7. NRLX046198
8. NRLX046213
9. NRLX046227
10. NRLX046230
11. NRLX046382
12. NRLX046388
13. NRLX046390
14. NRLX047004
15. NRLX047007
16. NRLX047008
17. NRLX047009
18. NRLX047010
19. NRLX047011
20. NRLX047012
21. NRLX047013
22. NRLX047092
23. NRLX047093
24. NRLX047095
25. NRLX047097
26. NRLX047103
27. NRLX047110
28. NRLX047112
29. NRLX047114
30. NRLX047116
31. NRLX047206
32. NRLX047219
33. NRLX047220
34. NRLX047247
35. NRLX047249
36. NRLX047251
37. NRLX047278
38. NRLX047281
39. NRLX047282
40. NRLX047284

STATE OF MINNESOTA, COUNTY OF RAMSEY, TO WIT:

On this 9 day of March, 1998<sup>9</sup> before me personally appeared, Steve Jordan and Leroy Reitmeier, to me personally known, who being by me duly sworn, says that they are the Manager and Pres. President of Board, respectively of Mid Valley Grain Cooperative, 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.



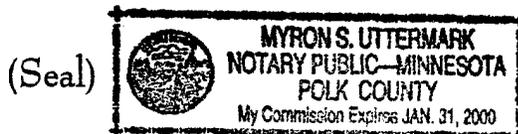
  
Notary Public

My commission expires:

1/31/2000

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

On this 9 day of March, 1998<sup>9</sup> before me personally appeared, Steve Jordan and Leroy Reitmeier, to me personally known, who being by me duly sworn, says that they are the Manager and President of Board, 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.



  
Notary Public

My commission expires:

1/31/2000

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 17<sup>th</sup> day of February, 1999 before me personally appeared, L. Lee Stubbs and Bradley C. Hurst, 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

My commission expires: 1-31-2000