



RECORDATION NO. 21236 FILED

FEB 25 '98

11-23 AM

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
1925 K. Street NW, Suite 700
Washington, D.C. 20423

February 19, 1998

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 17, 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: Prinsburg Farmers Cooperative
c/o Harvest States Cooperatives
1667 Snelling Avenue
St. Paul, MN 55164
Phone: 612-646-9433

The Memorandum of Railcar Lease Agreement covers 36 Covered hoppers 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
Vice President & General Counsel
Enclosures

FORMS/STB

MEMORANDUM OF RAILCAR LEASE AGREEMENT

11-23 AM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 17, 1997 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Prinsburg Farmers Cooperative 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 Railcar Service and Lease Agreement No. 1753 dated September 17, 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 36 covered hopper 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: PRINSBURG FARMERS COOPERATIVE

By: [Signature]

By: Harry Van Een

Its: [Signature]

Its: [Signature]

By: L. L. Sturtz

By: [Signature]

Its: V. P. SARKIS

Its: [Signature]

EXHIBIT A

To

MEMORANDUM OF RAILCAR LEASE AGREEMENT
#1753

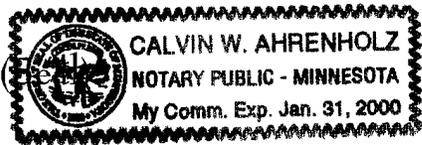
Railcar Marks/Numbers

Original Cars remaining on Lease:

NRLX 46005	NRLX 46215
NRLX 46019	NRLX 46216
NRLX 46020	NRLX 46217
NRLX 46021	NRLX 46262
NRLX 46022	NRLX 46263
NRLX 46023	NRLX 46264
NRLX 46029	NRLX 46268
NRLX 46054	NRLX 46269
NRLX 46055	NRLX 46276
NRLX 46058	NRLX 46389
NRLX 46060	NRLX 46406
NRLX 46076	NRLX 46408
NRLX 46079	NRLX 46411
NRLX 46131	NRLX 47000
NRLX 46154	NRLX 47001
NRLX 46156	NRLX 47002
NRLX 46158	NRLX 47003
NRLX 46211	NRLX 47015

STATE OF Minnesota, COUNTY OF Kandiyohi
TO WIT:

On this 9 day of January, 1998 before me personally appeared, Harvey Van Eps and Arvin Brouwer, to me personally known, who being by me duly sworn, says that they are the General Manager and Secretary, respectively of Prinsburg Farmers Coop, 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.



Calvin W. Ahrenholz
Notary Public

My commission expires: 1-31-2000

STATE OF MINNESOTA, COUNTY OF WRIGHT TO
WIT:

On this 31st day of December, 1997 before me personally appeared, Robert D. Johnson and L. Lee Stubble, to me personally known, who being by me duly sworn, says that they are the President and V.P., Sales, 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.



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000