

FAEGRE & BENSON LLP

2200 NORWEST CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901
TELEPHONE 612-336-3000
FACSIMILE 612-336-3026

20232-B

ANDREA M. FIFE
612-336-3392

October 7, 1996

Vernon A. Williams
Office of the Secretary
Recordations Unit
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

20233-A

NOV 19 52 AM '96

RECEIVED
SURFACE TRANSPORTATION BOARD

Re: Recordation of Lease Supplement to Lease recorded under number 20232 and of
Lease Supplement to Lease recorded under number 20233

Dear Mr. Williams:

I have enclosed two originals of each of the secondary documents described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code

Document Descriptions

Equipment Lease Supplement No. 2, dated as of September 30, 1996, between Farm Credit Leasing Services Corporation as agent for Farm Credit Services of Southern Minnesota, ACA, and ProGold Limited Liability Company ("Lease Supplement No. 2") relating to recordation number 20232

Equipment Lease Supplement No. 1, dated as of September 30, 1996, between Farm Credit Leasing Services Corporation as agent for Farm Credit Services of Mid-America, ACA and ProGold Limited Liability Company ("Lease Supplement No. 1") relating to recordation number 20233.

Party Information

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

Lease Supplement No. 2.

(a) Lessor:

Farm Credit Leasing Services Corporation
1600 Colonnade
5500 Wayzata Blvd.
Minneapolis, MN 55416-1252.

Vernon A. Williams

October 7, 1996

Page 2

(b) as agent for Owner:

Farm Credit Services of Southern Minnesota, ACA
600 South Highway 169-#1520
Minneapolis, MN 55426.

(c) Lessee:

ProGold Limited Liability Company
101 North Third Street
Moorhead, MN 56560.

Lease Supplement No. 1

(a) Lessor

Farm Credit Leasing Services Corporation
1600 Colonnade
5500 Wayzata Blvd.
Minneapolis, MN 55416-1252.

(b) as agent for Owner:

Farm Credit Services of Mid-America, ACA
501 - 4th Avenue #700
Louisville, KY 40202

(c) Lessee:

ProGold Limited Liability Company
101 North Third Street
Moorhead, MN 56560.

Equipment Information

The equipment covered by each of the enclosed primary documents is as follows:

Supplement No. 2

120 - 19,636 gallon, 10 ton, Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc. The AAR mechanical designation for these cars is AAR211A100W1. Serial numbers and car numbers for these tank railcars are listed in Schedule A, attached hereto.

Vernon A. Williams
October 7, 1996
Page 3

Supplement No. 1

40 - 19,636 gallon, 10 ton, Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc. The AAR mechanical designation for these cars is AAR211A100W1. Serial numbers and car numbers for these tank railcars are listed in Schedule B, attached hereto.

Summary Information

A summary of the enclosed secondary documents is as follows:

Lease Supplement No. 2: Lease Supplement dated September 30, 1996 reflecting the acceptance and delivery of 120 tank railcars pursuant to a twenty year equipment lease, with Recordation No. 20232, for the lease of 19,636 gallon, 110 ton, Model 36-196-6 tank railcars, manufactured by Trinity Industries, Inc. See Schedule A, attached hereto, for car numbers and serial numbers.

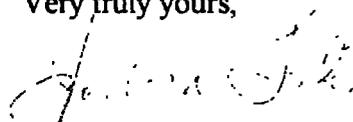
Lease Supplement No. 1: Lease Supplement dated September 30, 1996 reflecting the acceptance and delivery of 40 tank railcars pursuant to a twenty year equipment lease, with Recordation No. 20233, for the lease of 19,636 gallon, 110 ton, Model 36-196-6 tank railcars, manufactured by Trinity Industries, Inc. See Schedule B, attached hereto, for car numbers and serial numbers.

Our check payable to the Surface Transportation Board for the filing fee of \$22 is enclosed. Please return the original of each of the enclosed documents to me at the following address:

Andrea M. Fike
Faegre & Benson
2200 Norwest Center
90 South Sixth Street
Minneapolis, MN 55402-3901

Please call me if you have any questions or desire additional information.

Very truly yours,



Andrea M Fike

AMF:yp
Enclosures
cc: David M. Beadie
M1:0185669.01

SCHEDULE A

One hundred twenty (120) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

CAR NUMBER	SERIAL NUMBER	CAR NUMBER	SERIAL NUMBER	CAR NUMBER	SERIAL NUMBER
PRGX 010180	520903	PRGX 010246	520969	PRGX 010291	521014
PRGX 010189	520912	PRGX 010247	520970	PRGX 010292	521015
PRGX 010207	520930	PRGX 010248	520971	PRGX 010293	521016
PRGX 010209	520932	PRGX 010249	520972	PRGX 010294	521017
PRGX 010210	520933	PRGX 010250	520973	PRGX 010295	521018
PRGX 010211	520934	PRGX 010251	520974	PRGX 010296	521019
PRGX 010212	520935	PRGX 010252	520975	PRGX 010297	521020
PRGX 010213	520936	PRGX 010253	520976	PRGX 010298	521021
PRGX 010214	520937	PRGX 010254	520977	PRGX 010642	521365
PRGX 010215	520938	PRGX 010255	520978	PRGX 010643	521366
PRGX 010216	520939	PRGX 010256	520979	PRGX 010645	521368
PRGX 010217	520940	PRGX 010257	520980	PRGX 010647	521370
PRGX 010218	520941	PRGX 010258	520981	PRGX 010648	521371
PRGX 010219	520942	PRGX 010259	520982	PRGX 010649	521372
PRGX 010220	520943	PRGX 010260	520983	PRGX 010650	521373
PRGX 010221	520944	PRGX 010261	520984	PRGX 010651	521374
PRGX 010222	520945	PRGX 010262	520985	PRGX 010652	521375
PRGX 010223	520946	PRGX 010263	520986	PRGX 010653	521376
PRGX 010224	520947	PRGX 010264	520987	PRGX 010654	521377
PRGX 010225	520948	PRGX 010265	520988	PRGX 010655	521378
PRGX 010226	520949	PRGX 010266	520989	PRGX 010656	521379
PRGX 010227	520950	PRGX 010267	520990	PRGX 010657	521380
PRGX 010228	520951	PRGX 010268	520991	PRGX 010658	521381
PRGX 010229	820952	PRGX 010269	520992	PRGX 010659	521382
PRGX 010230	520953	PRGX 010270	520993	PRGX 010660	521383
PRGX 010231	520954	PRGX 010271	520994	PRGX 010661	521384
PRGX 010232	520955	PRGX 010272	520995	PRGX 010662	521385
PRGX 010233	520956	PRGX 010274	520997	PRGX 010663	521386
PRGX 010234	520957	PRGX 010276	520999	PRGX 010664	521387
PRGX 010235	520958	PRGX 010277	521000	PRGX 010665	521388
PRGX 010236	520959	PRGX 010279	521002	PRGX 010666	521389
PRGX 010237	520960	PRGX 010280	521003	PRGX 010667	521390
PRGX 010238	520961	PRGX 010281	521004	PRGX 010668	521391
PRGX 010239	520962	PRGX 010282	521005	PRGX 010669	521392
PRGX 010240	520963	PRGX 010283	521006	PRGX 010670	521393
PRGX 010241	520964	PRGX 010284	521007	PRGX 010671	521394
PRGX 010242	520965	PRGX 010285	521008	PRGX 010672	521395
PRGX 010243	520966	PRGX 010287	521010	PRGX 010675	521398
PRGX 010244	520967	PRGX 010288	521011	PRGX 010676	521399
PRGX 010245	520968	PRGX 010289	521012	PRGX 010679	521402

SCHEDULE B

Forty (40) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

<u>CAR NUMBER</u>	<u>SERIAL NUMBER</u>	<u>CAR NUMBER</u>	<u>SERIAL NUMBER</u>
PRGX 010273	520996	PRGX 010317	521040
PRGX 010275	520998	PRGX 010318	521041
PRGX 010278	521001	PRGX 010319	521042
PRGX 010286	521009	PRGX 010324	521047
PRGX 010290	521013	PRGX 010673	521396
PRGX 010299	521022	PRGX 010674	521397
PRGX 010300	521023	PRGX 010677	521400
PRGX 010301	521024	PRGX 010678	521401
PRGX 010302	521025	PRGX 010680	521403
PRGX 010303	521026	PRGX 010681	521404
PRGX 010304	521027	PRGX 010682	521405
PRGX 010305	521028	PRGX 010683	521406
PRGX 010307	521030	PRGX 010685	521408
PRGX 010308	521031	PRGX 010686	521409
PRGX 010310	521033	PRGX 010687	521410
PRGX 010311	521034	PRGX 010688	521411
PRGX 010313	521036	PRGX 010689	521412
PRGX 010314	521037	PRGX 010692	521415
PRGX 010315	521038	PRGX 010693	521416
PRGX 010316	521039	PRGX 010694	521417

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

10/4/96

Andrea M. Fike
Faggre & Benson LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, Minnesota 55402-3901

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/4/96 at 9:55AM, and assigned recordation number(s) 20233-A and 20232-B.

Sincerely yours,

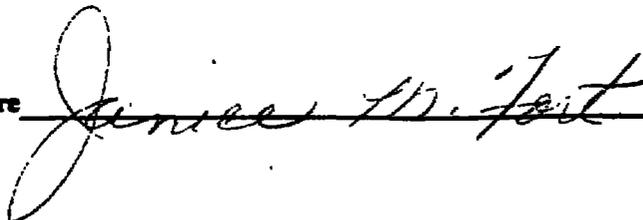


Vernon A. Williams
Secretary

Enclosure(s)

\$ 44.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20233

20233-A

LEASE SUPPLEMENT NO. 1

This Lease Supplement No. 1 dated September 30, 1996, between Farm Credit Leasing Services Corporation, a federally chartered corporation (the "Lessor"), not individually but solely as agent for the owner designated below (the "Owner"), and ProGold Limited Liability Company (the "Lessee").

OWNER: Farm Credit Services of Mid-America, ACA

1. Lessor and Lessee have heretofore entered into an Equipment Lease dated as of July 25, 1996 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof.

2. The Lease covers certain Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc. (the "Equipment" and individually an "Item of Equipment" or an "Item").

3. Lessee hereby certifies that Lessee has inspected, received, approved and accepted delivery under the Lease of the following Items of Equipment effective on and as of the date of delivery from Trinity Industries, Inc. to Lessor under the Purchase Agreement (as assigned to Lessor):

NUMBER OF TANK RAILCARS: 40

SERIAL NUMBERS: As per attached Schedule A.

LESSOR'S COST PER RAILCAR: \$66,456.00

4. Lessee further certifies that the foregoing Items of Equipment are in good order and condition, and conform to the specifications applicable thereto, that the Lessee has no knowledge of any defect in any of the foregoing Items of Equipment with respect to design, manufacture, condition or in any other respect, and that each Item has been labeled by means of a plate or a stencil printed in contrasting colors upon each side of the Item in letters not less than four inches in height as follows:

Owned by a Lessor subject to a Lease filed with the Surface Transportation Board.

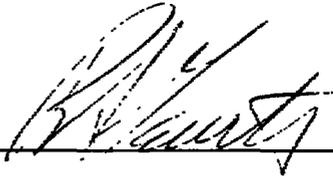
5. Lessee further certifies that the Lessor's Cost (as defined in the Lease) is the amount shown above for each railcar covered by this Supplement and that such amount is correct.

IN WITNESS WHEREOF, Lessor and Lessee have signed this Supplement as of the date and year first above written.

Farm Credit Leasing Services Corporation,
as Agent

ProGold Limited Liability Company

By 
Its Vice President

By 
Its: Chief Manager

COUNTERPART NO. 7 OF 9 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. A SECURITY INTEREST IN THE LESSOR'S INTEREST IN THE ABOVE SUPPLEMENT THAT IS PERFECTED BY POSSESSION OF THIS SUPPLEMENT MAY BE PERFECTED BY POSSESSION OF ONLY COUNTERPART NO. 1 OF THIS SUPPLEMENT.

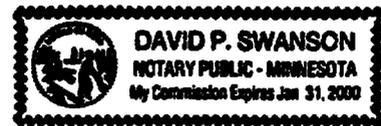
Lease Supplement

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this 30th day of September, 1996, before me personally appeared Red Geurts, to me personally known, who being by me duly sworn, says that he is the Chief Manager of ProGold Limited Liability Company, 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.

(SEAL)

David P. Swanson
Signature of Notary Public
My commission expires 1-31-2000



STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 30th day of September, 1996, before me personally appeared Jeffrey A. Severson, to me personally known, who being by me duly sworn, says that he is the Vice President of Farm Credit Leasing Services 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.

(SEAL)

Kathleen M. Fragale
Signature of Notary Public
My commission expires Jan. 31, 2000



SCHEDULE A

Forty (40) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

CAR NUMBER	SERIAL NUMBER	CAR NUMBER	SERIAL NUMBER
PRGX 010273	520996	PRGX 010317	521040
PRGX 010275	520998	PRGX 010318	521041
PRGX 010278	521001	PRGX 010319	521042
PRGX 010286	521009	PRGX 010324	521047
PRGX 010290	521013	PRGX 010673	521396
PRGX 010299	521022	PRGX 010674	521397
PRGX 010300	521023	PRGX 010677	521400
PRGX 010301	521024	PRGX 010678	521401
PRGX 010302	521025	PRGX 010680	521403
PRGX 010303	521026	PRGX 010681	521404
PRGX 010304	521027	PRGX 010682	521405
PRGX 010305	521028	PRGX 010683	521406
PRGX 010307	521030	PRGX 010685	521408
PRGX 010308	521031	PRGX 010686	521409
PRGX 010310	521033	PRGX 010687	521410
PRGX 010311	521034	PRGX 010688	521411
PRGX 010313	521036	PRGX 010689	521412
PRGX 010314	521037	PRGX 010692	521415
PRGX 010315	521038	PRGX 010693	521416
PRGX 010316	521039	PRGX 010694	521417