

FAEGRE & BENSON LLP

RECORDATION NO. 20233-0
FILED 1/25
JAN 15 1997 -9 09 AM

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

ANDREA M FIKE
612/336-3392

January 14, 1997

VIA UPS COURIER

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

JAN 15 8 57 AM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

Re **Recordation of Lease Supplement to Lease
recorded under number 20233**

Dear Mr Williams

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

Document Descriptions

Equipment Lease Supplement No 3, dated as of December 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 3") relating to recordation number 20233

Party Information

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

(a) Lessor

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

Vernon A Williams

January 14, 1997

Page 2

(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 the enclosed secondary document is as follows No equipment is covered by the enclosed secondary document

Summary Information

A summary of the enclosed secondary documents is as follows

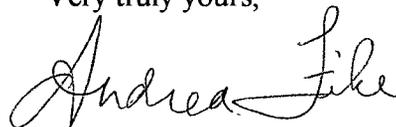
Lease Supplement dated December 30, 1996 reflecting the amendment and ratification and affirmation of the amendment of Lease Supplement No 2, dated November 1, 1996 between Farm Credit Leasing Services Corporation as agent for Farm Credit Services of Mid-America, ACA and ProGold Limited Liability Company

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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

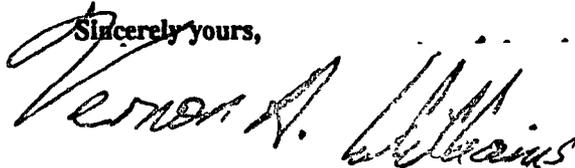
1/15/97

Andrea M. Fike
Faegre & 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 1/15/97 at 9:00AM, and assigned recordation number(s). 20233-C, 20234-B, 20235-B, 20235-C, 20236-A and 20236-B.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 132.00 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



LEASE SUPPLEMENT NO. 3

20233 C
JAN 15 1997 -9:09 AM

This Lease Supplement No. 3 dated December 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. Lessor and Lessee have entered into a Lease Supplement No. 2 dated November 1, 1996 ("Lease Supplement No. 2").

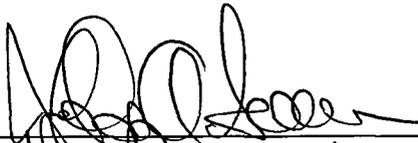
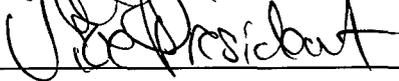
3. Lessee hereby amends its certification made in Lease Supplement No. 2 so that the "Lessor's Cost Per Railcar" contained therein reads "\$67,029.18" rather than "\$66,456.00." This amendment shall be effective as of November 1, 1996.

4. As herein amended, Lease Supplement No. 2 is hereby ratified and affirmed in all respects.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

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

By 
Its  Vice President

ProGold Limited Liability Company

By 
Its: Chief Manager

COUNTERPART NO. 5 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.

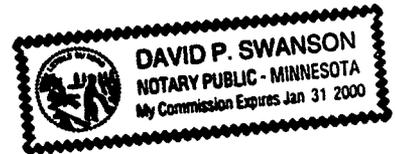
Lease Supplement

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this 30th day of December, 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 Anoka)

On this 30th day of December, 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)

Catherine A. Ciaciura
Signature of Notary Public
My commission expires 1-31-2000

