

FAEGRE & BENSON LLP

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

RECORDATION NO. 20236-B FILED 1426
JAN 15 1997 9 00 AM

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

Re: **Recordation of Lease Supplement to Lease
recorded under number 20236**

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. 2, dated as of December 30, 1996, between Farm Credit Leasing Services Corporation as agent for St. Paul Bank for Cooperatives and ProGold Limited Liability Company ("Lease Supplement No. 2") relating to recordation number 20236.

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

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(b) as agent for Owner.
St Paul Bank for Cooperatives
375 Jackson Street
St Paul, MN 55101

(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:

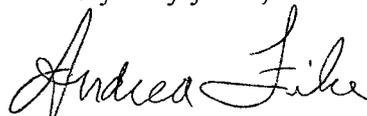
Lease Supplement dated December 30, 1996 reflecting the amendment and ratification and affirmation of the amendment of Lease Supplement No. 1, dated December 27, 1996 between Farm Credit Leasing Services Corporation as agent for St. Paul Bank for Cooperatives and ProGold Limited Liability Company.

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 0218530 01

20236-B
JAN 15 1997 - 9:00 AM

LEASE SUPPLEMENT NO. 2

This Lease Supplement No. 2 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: St. Paul Bank for Cooperatives

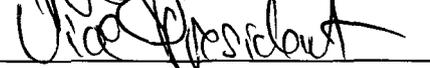
1. Lessor and Lessee have heretofore entered into an Equipment Lease dated as of July 25, 1996 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof.
2. Lessor and Lessee have executed a Lease Supplement No. 1 dated December 27, 1996 ("Lease Supplement No. 1").
3. Lessee hereby amends its certification made in Lease Supplement No. 1 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 December 27, 1996.
4. As herein amended, Lease Supplement No. 1 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

ProGold Limited Liability Company

By 
Its  Vice President

By 
Its: Chief Manager

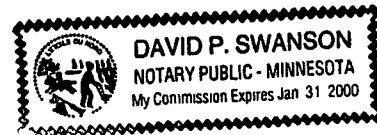
COUNTERPART NO. 7 OF 9 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. A SECURITY INTEREST IN THE LESSOR'S INTEREST IN THE ABOVE SUPPLEMENT THAT IS PERFECTED BY POSSESSION OF THIS SUPPLEMENT MAY BE PERFECTED BY POSSESSION OF ONLY COUNTERPART NO. 1 OF THIS SUPPLEMENT.

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 30 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

