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ATTORNEYS AND COUNSELORS AT LAW
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2-015A020

January 15, 1992

11943-A
JAN 15 1 47 PM '92
MOTOR OPERATING UNIT
INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are two original counterparts of a Termination Agreement, dated as of December 2, 1991, between Multifoods Transportation, Inc. ("Lessor") and International Multifoods Corporation ("Lessee"), a secondary document, relating to and completely terminating the Car Leasing Agreement, dated February 1, 1980, between Lessor and Lessee, a primary document, recorded under Recordation No. 11943.

It is my understanding that the recordation number to be assigned to this new document, as described in the preceding paragraph, will be: 11943-A.

The names and addresses of the parties to the enclosed Termination Agreement are as follows:

- LESSOR: Multifoods Transportation, Inc.
Multifoods Tower
33 South Sixth Street
Minneapolis, MN 55402
- LESSEE: International Multifoods Corporation
Multifoods Tower
33 South Sixth Street
Minneapolis, MN 55402

M. Maser
Cleary

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4078 or to the bearer hereof.

A description of the equipment covered by the enclosed document is as follows:

No. of Cars	Type	Approximate Capacity per Car
50	Covered hopper rail cars bearing numbers IMTX 801001 to 801050, inclusive	4,750 cu. ft.

Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT:

Termination Agreement, dated as of December 2, 1991, between Multifoods Transportation, Inc. ("Lessor") and International Multifoods Corporation ("Lessee"), relating to and completely terminating and cancelling the Car Leasing Agreement, dated February 1, 1980, between Lessor and Lessee, and recorded under Recordation No. 11943, covering fifty (50) covered hopper rail cars bearing numbers IMTX 801001 to 801050, inclusive.

Respectfully submitted,

By 
John K. Maser III
Attorney-In-Fact

Enclosures

2410-000

Interstate Commerce Commission
Washington, D.C. 20423

1/15/92

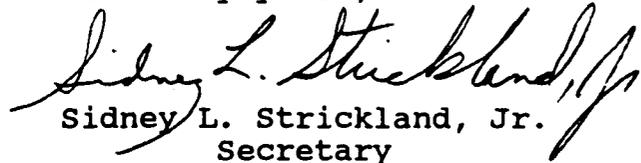
OFFICE OF THE SECRETARY

John K Maser III Esq.
Donelan, Cleary, Wood & Maser
1275 K St. N.W. Suite 850
Washington, DC. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/15/92 at 2:05pm, and assigned recordation number(s). 11943-A & 11944-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

11943 A
RECORDED IN FEB 1992

JAN 15 1992 -2 05 PM

TERMINATION AGREEMENT INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT dated as of December 2, 1991 by and between Multifoods Transportation, Inc., a Delaware corporation (the "Company"), and International Multifoods Corporation, a Delaware corporation ("IMC").

WHEREAS, the Company is the owner of certain covered hopper railcars bearing numbers IMTX801001 to 801050 (the "Railcars");

WHEREAS, the Company has leased the Railcars to IMC pursuant to Car Leasing Agreement Lease Number 8001 dated February 1, 1980 between the Company and IMC which was filed with the Interstate Commerce Commission on June 27, 1980 and assigned recordation number 11943 (the "Lease");

WHEREAS, IMC, the Company and certain other subsidiaries of IMC set forth therein and AGP, L.P., an Iowa limited partnership (the "Purchaser"), are parties to an Asset Purchase Agreement dated as of November 15, 1991 pursuant to which the Company has agreed to, among other things, sell the Railcars to the Purchaser;

WHEREAS, in connection with such sale, the Company and IMC have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by the parties hereto, it is agreed as follows:

IMC and the Company hereby agree that effective as of the date hereof, the Lease shall be terminated and shall be of no further force or effect.

IN WITNESS WHEREOF, the parties hereto have caused this Termination Agreement to be executed by the respective officers thereunto duly authorized as of the date first above written.

MULTIFOODS TRANSPORTATION, INC.

By *Duncan H. Bennett*
Its Vice President

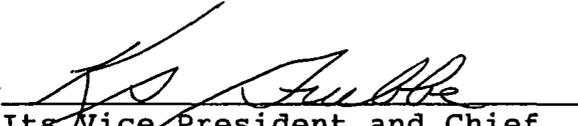
INTERNATIONAL MULTIFOODS CORPORATION

By *John R. Langston*
Its Vice President

Agreed and
Acknowledged:

AGP, L.P.

By AG PROCESSING INC A COOPERATIVE

By 
Its Vice President and Chief
Financial Officer

8570T

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

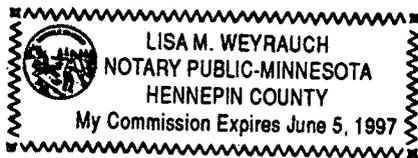
On this 2nd day of December, 1991, before me personally appeared Duncan H. Cocroft, to me personally known, who being by me duly sworn, says that he/she is a Vice President of Multifoods Transportation, Inc., a Delaware corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Lisa M. Weyrauch
Notary Public

My commission expires:

June 5, 1997

[SEAL]



STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

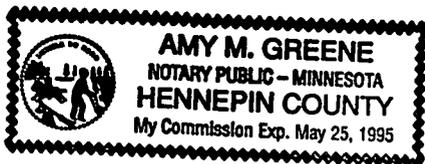
On this 2nd day of December, 1991, before me personally appeared John E. Sampson, to me personally known, who being by me duly sworn, says that he/she is a Vice President of International Multifoods Corporation, a Delaware corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Amy M. Greene
Notary Public

My commission expires:

5-25-95

[SEAL]



8570T