

OCT 25 '99

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October 25, 1999

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, D.C. 20423

Re: Dairyland Power Cooperative;
Recordation of Partial Release of Lien

Dear Mr. Williams:

Enclosed for filing and recordation pursuant to 49 U.S.C. § 11301 and the Board's regulations at 49 C.F.R. § 1177, we enclose on behalf of Dairyland Power Cooperative, a Wisconsin cooperative, two original counterparts of the following document:

Partial Release of Lien, dated as of October 22, 1999, made by the United States of America, acting through the Administrator of the Rural Utilities Service ("RUS"), successor to the Rural Electrification Administration, by National Rural Utilities Cooperative Finance Corporation, and by U.S. Bank Trust National Association, formerly named First Trust New York, National Association, as Trustee (collectively, "Mortgagees"), to Dairyland Power Cooperative, Mortgagor.

This Partial Release is a secondary document under 49 C.F.R. § 1177.1(b). The primary document with which this Partial Release is associated is filed under Recordation No. 18312.

The names and addresses of the parties to the aforementioned document are as follows:

Jeanne Headrick

The Hon. Vernon A. Williams
October 25, 1999
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Mortgagor/Debtor:

DAIRYLAND POWER COOPERATIVE
P.O. Box 817
LaCrosse, WI 54602-0817

Mortgagees/Secured Parties:

UNITED STATES OF AMERICA
Rural Utilities Service
Washington, D.C. 20250-1500

NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE CORPORATION
Woodland Park
2201 Cooperative Way
Herndon, VA 20171-3025

U.S. BANK TRUST NATIONAL ASSOCIATION, as Trustee,
formerly named
FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, as
Trustee, successor in interest to
MORGAN GUARANTY TRUST COMPANY OF NEW YORK, Trustee
100 Wall Street
Suite 1600
New York, NY 10015

Please file and record the documents referred to in
this letter, and index them under the names of the Mortgagor and
Mortgagees.

The equipment covered by this document consists of
twenty-five (25) coal unit train cars, more specifically de-
scribed as follows:

Twenty-five (25) cars of 4,389 cubic foot
capacity "Coalporters" built by Bethlehem
Steel in 1989, and bearing the reporting
marks DAPX 243-267, numbered sequentially.

The short summary of this document for indexing pur-
poses is:

Partial Release of Lien relating to the Con-
solidated Mortgage and Security Agreement
dated as of February 10, 1993 with Record-
ation No. 18312, and covering twenty-five
(25) coal unit train cars.

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Enclosed is a check in the amount of \$26.00 to cover the requisite filing fee. Please accept for recordation one counterpart, stamp the remaining counterpart with your recordation number, and return them to the bearer of this letter along with your fee receipt addressed to the undersigned.

Thank you for your consideration in this matter.

Sincerely,

A handwritten signature in black ink that reads "Andrew B. Kolesar III". The signature is written in a cursive style with a prominent "A" and "K".

Andrew B. Kolesar III
An Attorney for Dairyland
Power Cooperative

Enclosures

RECORDATION NO. 18312 FILED A

OCT 25 '99

4-25 PM

PARTIAL RELEASE of LIEN

Partial Release of Lien, dated as of October 22, 1999, is made by the United States of America, acting through the Administrator of the Rural Utilities Service ("RUS"), successor to the Administrator of the Rural Electrification Administration, by National Rural Utilities Cooperative Finance Corporation, and by U.S. Bank Trust National Association, formerly named First Trust New York, National Association, as Trustee (collectively, "Mortgagees"), to Dairyland Power Cooperative ("DPC").

WHEREAS, DPC has heretofore executed certain mortgage notes and in order to secure those notes has executed and delivered to Mortgagees certain security instruments, as more particularly described in Schedule A to this Partial Release (the "Security Instruments"); and

WHEREAS, DPC has requested that certain railroad cars no longer actively used in DPC's business, as more particularly described in Schedule B to this Partial Release, (the "Property") be released by Mortgagees from any liens of the security interests previously granted by DPC to Mortgagees to enable the Property to be sold and the proceeds from that sale to be applied to the cost of purchase of replacement railroad cars.

NOW, THEREFORE, for consideration given to Mortgagees, the receipt of which is acknowledged, Mortgagees hereby release and discharge unto DPC and its successors and assigns, all right, title, interest, claim, or demand whatsoever acquired by and through the Security Instruments, or any of them, in and to the Property described above, and do hereby quitclaim the Property unto DPC, its successors and assigns forever.

TO HAVE AND HOLD said Property forever, free, clear and discharged of and from any and all liens and claims of the Mortgagees under and by virtue of the Security Instruments or other security interests previously granted by Mortgagee to Mortgagees.

THIS PARTIAL RELEASE is made by Mortgagees and accepted by DPC, its successors and assigns, on the express condition that it shall not in any way affect or impair the liens and security interest of the Security Instruments (or other security interests previously granted by Mortgagee to Mortgagees) upon other premises and property subject thereto and not expressly released hereby. This Partial release is made and accepted without covenant or warranty, express or implied, at law or in equity, and without recourse to Mortgagees, in any event or contingency.

IN WITNESS WHEREOF, UNITED STATES OF AMERICA, as Mortgagee, has caused this Partial Release to be signed in its behalf, NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION, as Mortgagee, has caused this Partial Release to be signed in its behalf, and U.S. BANK TRUST NATIONAL ASSOCIATION, formerly named First Trust of New York, National Association, Trustee, as Mortgagee, has caused this Partial Release to be signed in its behalf, all as of the day and year first above written.

UNITED STATES OF AMERICA

By: Doris A. Nolte

for Administrator
of the
Rural Utilities Service

Executed by United States of America,
Mortgagee, in the presence of:

Cheryl D. Black

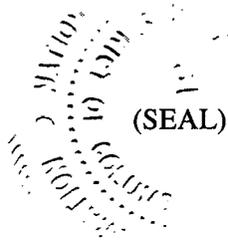
Cynthia E. Cain

Witnesses.

NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE CORPORATION

By: Bryan Russell

BRYAN RUSSELL



(SEAL)

Attest: Cindy Shumaker

Title: CINDY SHUMAKER

Executed by National Rural Utilities Cooperative
Finance Corporation, Mortgagee, in the presence of:

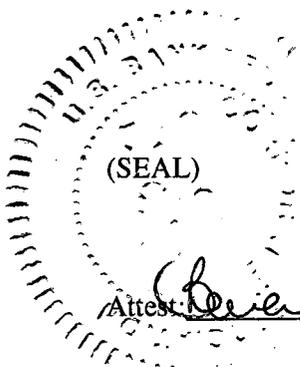
Darlene Harris **DARLENE HARRIS**

Carmen D. Bennett CARMEN D. BENNETT

Witnesses.

U.S. BANK TRUST NATIONAL ASSOCIATION,
formerly named First Trust of New York,
National Association, Trustee, Mortgagee,

By: Glenn W. Andersen
Glenn W. Andersen
Vice President



Attest: Sheryl A. Heery

Executed by U.S. Bank Trust National Association,
Mortgagee, in the presence of:

Barbara
Barbara Brock

Witnesses.

DISTRICT OF COLUMBIA) SS

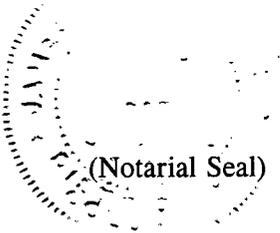
On this 22nd day of OCTOBER, 1999, personally appeared before me
DORIS A. NOLTE, who, being duly sworn, did say that she
is the CH - FAS + CBR - PSD ~~for~~ Administrator of the Rural Utilities Service, United States
of America, an agency of the United States of America and acknowledged to me that, acting under a
delegation of authority duly given and evidenced by law and presently in effect, she executed said
instrument as the act and deed of the United States of America for the uses and purposes therein
mentioned.

IN TESTIMONY WHEREOF, I have heretofore set my hand and official seal the day and
year last above written.

James F. Mothershed

JAMES F. MOTHERSHED

Notary Public



My commission expires: 6-14-2004

STATE OF NEW YORK)
) SS
COUNTY OF Queens)

On the 18 day of October, in the year 1999, before me, personally came Glenn Andersen, to me known, who, being by me duly sworn, did depose and say that he resides in _____, New York, that he is Vice President of U.S. Bank Trust National Association, a corporation described in and which executed the above instrument, that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was affixed by order of the board of directors of said corporation; and that he signed his name thereto by like order.

Janet F. O'Hara

Notary Public

JANET F. O'HARA
Notary Public, State of New York
No. 01OH5087549
Qualified in Queens County 99
Commission Expires Nov. 3, 99

(Notarial Seal)

My commission expires: 11/3/99

COMMONWEALTH OF VIRGINIA)SS

On this 22nd day of October, 1999, before me appeared BRYAN RUSSELL, personally known, who, being by me duly sworn, did say that they are respectively the Associate Vice President of the National Rural Utilities Cooperative Finance Corporation, a corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of a duly adopted resolution of its board of directors as its voluntary act and deed, and they acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF I have heretofore set my hand and official seal the day and year last above written.

Rodney L. Sanford
RODNEY L. SANFORD

Notary Public

(Notarial Seal)
NOTARY PUBLIC
COMMONWEALTH OF VIRGINIA

My commission expires: My Commission Expires April 30, 2002

SCHEDULE A TO PARTIAL RELEASE

SECURITY INSTRUMENTS

1. Supplemental Mortgage and Security Agreement Dated as of July 15, 1977 made by and among Dairyland Power Cooperative, United States of America, and National Rural Utilities Cooperative Finance Corporation.

Interstate Commerce Commission/Surface Transportation Board Recordation No. 10769

2. Supplement dated as of February 1, 1978, to Supplemental Mortgage and Security Agreement made by and among Dairyland Power Cooperative, United States of America, and National Rural Utilities Cooperative Finance Corporation.

Interstate Commerce Commission/Surface Transportation Board Recordation No. 10769-A.

3. Supplement to Consolidated Mortgage and Security Agreement, dated as of July 1, 1997 made by and among Dairyland Power Cooperative, Mortgagor, and United States of America, National Rural Utilities Cooperative Finance Corporation, and First Trust of New York, National Association, Trustee, Mortgagees.

Surface Transportation Board Recordation No. 10769-B.

4. Acknowledgement of Continuing Mortgage Lien and Security Interest, executed July 18, 1997, by Dairyland Power Cooperative, as Mortgagor.

Surface Transportation Board Recordation No. 10769-C.

5. Supplement to Consolidated Mortgage and Security Agreement, dated as of August 1, 1999, made by and among Dairyland Power Cooperative, Mortgagor, and United States of America and First Trust Company of New York, National Association, (now named U.S. Bank Trust National Association), Trustee, Mortgagees.

Surface Transportation Board Recordation No. 10769-D.

5. Consolidated Mortgage and Security Agreement, dated as of February 10, 1993, made by and among Dairyland Power Cooperative, Mortgagor, and United States of America, National Rural Utilities Cooperative Finance Corporation, and Morgan Guaranty Trust Company of New York, Trustee, Mortgagees.

Interstate Commerce Commission/Surface Transportation Board Recordation No. 18312.

SCHEDULE B TO PARTIAL RELEASE

PROPERTY RELEASED

Twenty-Five (25) coal unit train cars, more specifically 4,389 cubic foot capacity steel "Coalporters" manufactured by Bethlehem Steel, bearing reporting marks DAPX243-267, numbered sequentially.

The A.A.R. designation of the cars is J312 (GT).