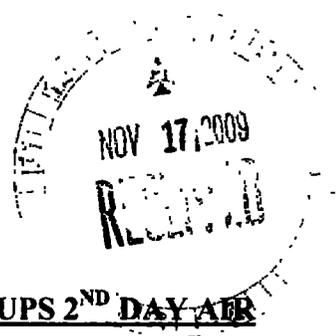




RECORDATION NO. 19014-X FILED

NOV 18 '09

10-21 AM



SURFACE TRANSPORTATION BOARD

VIA UPS 2ND DAY AIR

November 13, 2009

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Re: Document for Recordation:

- 1. Memorandum of Partial Termination of Lease and Schedule with respect to 49 Railcars**

Dear Ms. Quinlan:

Enclosed for recordation are two (2) originals and two (2) copies of Memorandum of Partial Termination of Lease and Schedule with respect to 49 Railcars, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Schedule No. 002 filed with the Board under Recordation Number 19014-C and Schedule No. 006 filed with the Board under Recordation Number 19014-G.

The primary document to which this document is submitted in connection with is recorded under Recordation Number 19014.

The names and addresses to the Memorandum of Partial Termination of Lease and Schedule with respect to 49 Railcars executed as of October 9, 2009, are:

Lessor: Kalakane Transatlantic Investors, Inc.
3535 S. Tamarac Drive
Denver, CO 80237

Lessee: CHS, Inc. (f/k/a Harvest States Cooperatives)
5500 Cenex Drive
Inver Grove Heights, MN 55077

Ms. Anne K. Quinlan
Surface Transportation Board
November 13, 2009
Page 2

A description of the railroad equipment covered by the Memorandum of Partial Termination of Lease and Schedule with respect to 49 Railcars is:

Twenty (20) 4,750 Cubic Foot Covered Hopper Railcars bearing reporting marks: NRLX 12306, 12307, 12310, 12314, 12317, 12322, 12323, 12324, 12325, 12326, 12334, 12336, 12337, 12340, 12341, 12344, 12347, 12352, 12353 and 12354.

Twenty-nine (29) 4,750 Cubic Foot Covered Hopper Railcars bearing reporting marks: NRLX 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 222, 223, 225, 226, 227, 228, 229 and 230.

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

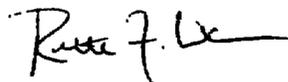
Memorandum of Partial Termination of Lease and Schedule with respect to 49 Railcars

Also, enclosed is check no. 000063 in the amount of \$41.00 to cover the recordation fee.

Kindly return two (2) stamped copies of the enclosed documents to the undersigned.

Should you have any questions, please do not hesitate to call me at 415/616-3427 or rwarner@atel.com. Thank you for your assistance.

Sincerely,



Renette F. Warner
Senior Contract Administrator

/rfw
Enclosures

MEMORANDUM OF PARTIAL TERMINATION OF LEASE AND SCHEDULE WITH RESPECT TO 49 RAILCARS

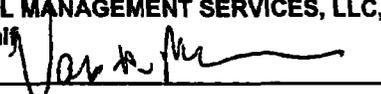
The undersigned hereby certify that Railcar Lease Agreement dated September 30, 1994 by and between Kalakane Transatlantic Investors, Inc., (successor in interest to U.S. Bancorp Equipment Finance, Inc., which was successor in interest to FBS Business Finance Corporation), as Lessor, and CHS, Inc. (f/k/a Harvest States Cooperatives), as Lessee ("Lease"), filed with the Surface Transportation Board at 1:00 p.m. under Recordation Number 19014, Schedule 002 thereto dated as of November 1, 1994, ("Schedule 002") filed with the Surface Transportation Board on December 19, 1994 at 9:55 a.m. under Recordation Number 19014-C, and Schedule 006 thereto dated October 31, 1995 ("Schedule 006") filed with the Surface Transportation Board on December 22, 1995 at 9:35 a.m. under Recordation Number 19014-G and any amendments thereto, are hereby terminated only with respect to the railcars described as follows ("Railcars"), and such Railcars are no longer subject to the terms thereof.

Schedule 002: Twenty (20) 4,750 cu ft covered hopper Railcars with reporting marks: NRLX 12306, 12307, 12310, 12314, 12317, 12322, 12323, 12324, 12325, 12326, 12334, 12336, 12337, 12340, 12341, 12344, 12347, 12352, 12353 and 12354.

Schedule 006: Twenty-nine (29) 4,750 cu ft covered hopper Railcars with reporting marks: NRLX 220, 211, 209, 216, 204, 210, 200, 213, 214, 207, 219, 205, 229, 228, 201, 208, 223, 222, 203, 215, 226, 218, 206, 225, 212, 227, 217, 202, 230

Lessor represents and warrants to Lessee that (i) there are no amounts outstanding or owed by Lessee under the Lease and Schedules 002 and 006 with respect to the Railcars and any amendments thereto, and (ii) it has no knowledge of any uncured default of Lessee under the Lease and Schedules 002 and 006 and any amendment thereto as of the date hereof.

This Partial Lease Termination Instrument dated as of October 9, 2009 is executed for the purpose of releasing the Railcars from the Lease and Schedules 002 and 006 and any amendments thereto, and is without prejudice to any continuing rights and obligations of the parties under the Lease and Schedules 002 and 006 and any amendments thereto.

LESSOR:
KALAKANE TRANSATLANTIC INVESTORS, INC.
BY ATEL MANAGEMENT SERVICES, LLC, acting on
its behalf
By: 

Name: Vasco H. Morais
Executive Vice President

Title: _____

LESSEE:
CHS, INC.
By: 

Name: Dennis Wendland

Title: SR VP

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM
BY: 

State of California)
County of San Francisco)

On October 27th, 2009, before me, Vicki Kiele, the undersigned Notary Public, personally appeared Nasco H. Morais, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he/she executed the same on such day in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

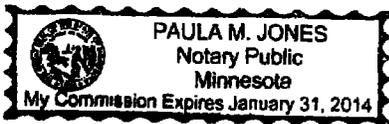


Vicki Kiele
Notary Public

State of Minnesota)
County of Dakota)

On October 19, 2009, before me, Den Paula Jones, the undersigned Notary Public, personally appeared Dennis Wendland, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he/she executed the same on such day in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Paula Jones
Notary Public