

RECORDATION NO. 27218 FILED

OCT 30 '07 -12 00 PM

~~S~~URFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of October 30, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: VeraSun Marketing, LLC
100 22nd Avenue
Brookings, SD 57006]

Mr. Vernon A. Williams
October 30, 2007
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A description of the railroad equipment covered by the enclosed document
is:

100 hopper cars: TILX 639143 - TILX 639172, TILX 639763 - TILX
639797 and TILX 641514 - TILX 541548.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

REGISTRATION NO. 27218 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of October 30, 2007 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

Lessor and VeraSun Marketing, LLC, a Delaware limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated December 1, 2006, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Seven (7) to Railroad Car Lease Agreement, effective December 1, 2006, as amended by that certain Amendment No. 1 to Rider Seven (7) effective April 4, 2007, whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 
Name: Eric Marchitto
Title: Vice President

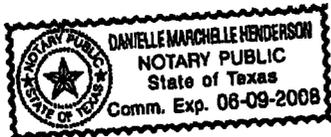
Executed on this 29th day of October, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 21st day of October 2007, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on October 29, 2007 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
(Name) Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill, TX

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:

6,351 cubic foot hopper car as described in
TrinityRail specification no. LO-6351-D6Q181-
PB1, with 42"x 42" gates

Quantity:

One Hundred (100)

Road Numbers:

TILX 639143 – TILX 639172, TILX 639763 –
TILX 639797 and TILX 641514 – TILX 641548

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/30/07



Robert W. Alvord