

RECORDATION NO. 22778-F FILED

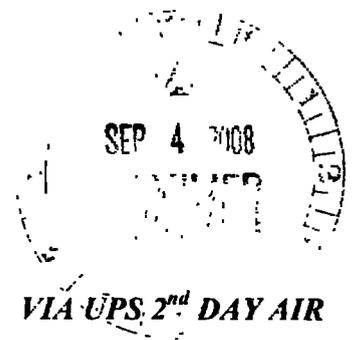
SEP 04 '08

1-04 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018



September 2, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 19, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22778.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Gram Processing Corp. 1600 Oregon Street Muscatine, IA 52761
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A description of the railroad equipment covered by the enclosed document is twenty (20) 4750 cu. ft. covered hopper cars, having NOKL marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(GRP 014)

SURFACE TRANSPORTATION BOARD

ASSGN. NO. GRPC014

MEMORANDUM OF LEASE

19<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19<sup>th</sup> day of August, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Grain Processing Corporation ("Lessee"), an Iowa corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 19, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 24, 2008 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulsky  
Name: SUSAN GROKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 19<sup>th</sup> day of August, 2008

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of August, 2008

Georgia Freiburger  
Notary Public

My Commission Expires:

6-5-2012  
(Notary Public)



LESSEE:

GRAIN PROCESSING CORPORATION

By: Lisa M Longtin

Name: Manager Rail Barge Operations

Title: Lisa M. Longtin

ATTEST:

By: Cindy Garner

Name: Cindy Garner

Title: Rail Equipment management clerk

Executed on this 15<sup>th</sup> day of Aug. 09.

[CORPORATE SEAL]

STATE OF Iowa

COUNTY OF Muscatine

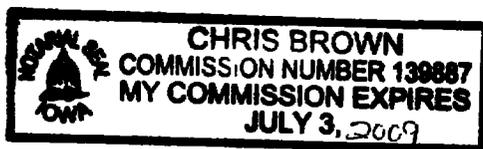
I, Chris Brown, a Notary Public of the County and State aforesaid, certify that Lisa Longtin personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of August 2008

Chris Brown  
Notary Public

Commission Expires:

7/3/09  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Twenty (20)

**DESCRIPTION OF CARS:** 4750 cu. ft. Covered Hoppers, equipped with gravity outlet gates and trough hatches

**CAR NUMBERS:**

NOKL 003012  
NOKL 003199  
NOKL 818228  
NOKL 822002  
NOKL 823071  
NOKL 823074  
NOKL 823079  
NOKL 824439  
NOKL 825952  
NOKL 826500  
NOKL 828189  
NOKL 828291  
NOKL 828333  
NOKL 828348  
NOKL 828404  
NOKL 828656  
NOKL 828918  
NOKL 829420  
NOKL 830278  
NOKL 831045