

RECORDATION NO 22778-6 FILED

MAY 14 '09

2-43 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

May 12, 2009

# FIRST UNION RAIL

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

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E. Street, 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 April 21, 2009, 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 Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Grain Processing Corporation 1600 Oregon Street Muscatine, IA 52761
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A description of the railroad equipment covered by the enclosed document is fifty (50) 5150/5250 cu. ft. covered hopper cars; with FURX and NDYX marks (see Exhibit A for car 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Marcia Dunne'.

Marcia Dunne  
Sr. Documentation Specialist

Enclosures

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2-43 PM

ASSGN. NO. GRPC015

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of April, 2009, 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. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2009 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

By: Susan Grokowsky

Name: SUSAN GROKOWSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 21<sup>st</sup> day of April, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COCK

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 21<sup>st</sup> day of April, 2009.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

GRAIN PROCESSING CORPORATION

By: *Lisa M Longtin*

Name: Lisa M. Longtin

Title: Manager Rail & Barge Operations

ATTEST:

By: *Cindy Garner*

Name: Cindy Garner

Title: Rail Equipment  
Management Clerk

Executed on this 14<sup>th</sup> day of April, 2009.

[CORPORATE SEAL]

STATE OF Iowa

COUNTY OF Muscatine

I, Chris Brown, a Notary Public of the County and State aforesaid, certify that Lisa M. 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 14<sup>th</sup> day of April, 2009.

*Chris Brown*  
Notary Public

Commission Expires:  
7/3/09  
(Notary Public)



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

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 5150/5250 cu. ft. Covered Hoppers, equipped with gravity outlets and trough hatches

CAR NUMBERS:

FURX	843581	NDYX	841639
FURX	845322	NDYX	841642
NDYX	841601	NDYX	841643
NDYX	841603	NDYX	841648
NDYX	841604	NDYX	841650
NDYX	841608	NDYX	841651
NDYX	841609	NDYX	841653
NDYX	841610	NDYX	841655
NDYX	841615	NDYX	841657
NDYX	841616	NDYX	841658
NDYX	841617	NDYX	841659
NDYX	841620	NDYX	841660
NDYX	841621	NDYX	841661
NDYX	841622	NDYX	841662
NDYX	841623	NDYX	841663
NDYX	841624	NDYX	841664
NDYX	841626	NDYX	841665
NDYX	841627	NDYX	841666
NDYX	841628	NDYX	841667
NDYX	841629	NDYX	841668
NDYX	841632	NDYX	841670
NDYX	841633	NDYX	841671
NDYX	841634	NDYX	841673
NDYX	841635	NDYX	841674
NDYX	841636	NDYX	850447