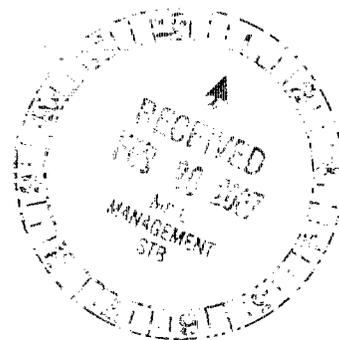


RECORDATION NO. 23353-C FILED

FEB 21 '07

4-00 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

February 15, 2007

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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 February 1, 2007, 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 Commission under Recordation Number 23353.

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: Kokomo Grain Company
1002 West Morgan Street
Kokomo, IN 46901

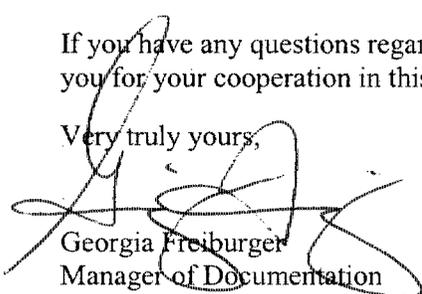
A description of the railroad equipment covered by the enclosed document is fifty (50) 4750 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$34.00 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

(KOGR009)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of February, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Kokomo Grain Company Inc., ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 6, 2000 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2007 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
Vice President Sales & Marketing

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: _____

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 1st day of February, 2007.

[CORPORATE SEAL]

RECORDATION NO. 23353-C FILED

FEB 21 '07

4-00 PM

STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

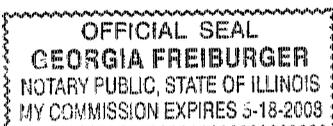
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of February, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

KOKOMO GRAIN COMPANY INC.

By: Thomas J. Madra

Name: Thomas J. Madra

Title: Manager

ATTEST:

By: Michael J. Silver

Name: MICHAEL J. SILVER

Title: MERCHANDISER Executed on this 19 day of JANUARY, 2007.

[CORPORATE SEAL]

STATE OF INDIANA

COUNTY OF Hamilton

I, John M. Sigler, a Notary Public of the County and State aforesaid, certify that THOMAS J. MADRA personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19 day of JANUARY, 2007.

John M. Sigler
Notary Public

Commission Expires:

1-25-2008
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars with gross rail weights of 263,000 lbs. to 268,000 lbs. Cars are equipped with trough hatches and gravity discharge gates.

CAR NUMBERS:

FURX 822289	FURX 830679
FURX 822910	FURX 830788
FURX 823927	FURX 832042
FURX 824340	FURX 832066
FURX 824390	FURX 832068
FURX 824395	FURX 832077
FURX 824407	FURX 832108
FURX 826022	FURX 832115
FURX 826028	FURX 832116
FURX 826050	FURX 832120
FURX 826286	FURX 832122
FURX 826801	FURX 832123
FURX 826829	FURX 832132
FURX 826855	FURX 832147
FURX 827004	FURX 833050
FURX 827898	FURX 839352
FURX 827991	FURX 839372
FURX 828016	NDYX 475062
FURX 828135	NDYX 475074
FURX 828764	NDYX 475122
FURX 829435	NDYX 490065
FURX 829842	NDYX 490068
FURX 830038	NDYX 512060
FURX 830504	NDYX 824043
FURX 830526	Count: 50
FURX 830672	