

RECORDATION NO 27222 FILED

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FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

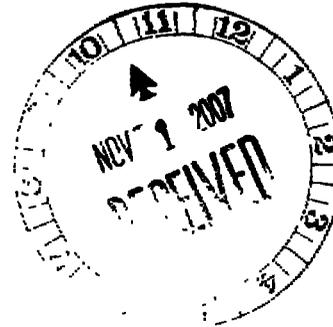
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

October 31, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
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 one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated October 5, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Greenfield Ethanol, Inc.
20 Toronto Street, Suite 1400
Toronto, ON M5C 2B8
Canada

A description of the railroad equipment covered by the enclosed document is twenty (20) 6320 cu. ft. covered hopper cars; with FURX 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 \$35.00 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.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(GRI 1001)

ASSGN. NO.: GRET001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of October, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Greenfield Ethanol Inc. ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 5, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 3, 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
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASSI. DIRECTOR OF DOCUMENTATION Executed on this 5th day of October, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR 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 5th day of October, 2007.

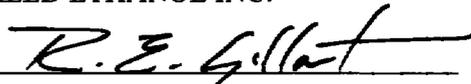
K. A. Dombrowski
Notary Public

My Commission Expires:
10-7-2007
(Notary Public)



LESSEE:

GREENFIELD ETHANOL INC.

By: 

Name: Robert E. Gallant

Title: Chief Executive Officer

By: 

Name: Malcolm West

Title: Chief Financial Officer

Executed on this 27th day of September, 2007.

PROVINCE OF ONTARIO

DISTRICT OF YORK

I, BRIAN CLENDENAN KEITH, a Notary Public in and for the Province of Ontario, certify that Robert E. Gallant and Malcolm West, who I know to be the Chief Executive Officer and the Chief Financial Officer, respectively, of the above-named Lessee, personally appeared before me this day and acknowledged their due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official seal, this 27th day of September, 2007.

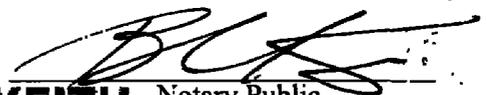

B.C. KEITH Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20).

DESCRIPTION OF CARS: 6320 cu. ft., 286,000 lb. GRL, 110-ton covered hopper cars, built new by National Steel Car.

CAR NUMBERS: FURX 863300 through FURX 863319, inclusive.