

LAW OFFICES OF  
**LOUIS E. GITOMER**

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

January 11, 2008

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 27345 FILED

JAN 11 '08 -4 1 5 PM

Dear Acting Secretary Quinlan:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Rail Equipment Lease Agreement, a primary document, dated as of August 23, 2007. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Rail Equipment Lease Agreement are:

Lessor:

SunTrust Leasing Corporation  
300 East Joppa Road, 7<sup>th</sup> Floor  
Hampton Plaza  
Towson, MD 21286

Lessee:

AG Processing Inc A Cooperative  
12700 West Dodge Road  
P.O. Box 2047  
Omaha, NE 68103 - 2047

A description of the equipment covered by the Memorandum of Rail Equipment Lease Agreement consists of 103 covered hopper cars numbered AGPX 70001-70103, inclusive.

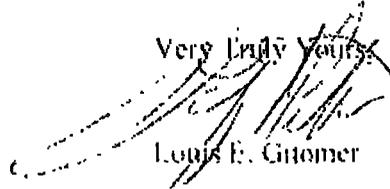
A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

Honorable Anne K. Quinlan  
January 11, 2008  
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A short summary of the document to appear in the index follows: a Memorandum of Rail Equipment Lease Agreement between SunTrust Leasing Corporation, 300 East Joppa Road, 7<sup>th</sup> Floor, Hampton Plaza, Towson, MD 21286, and AG Processing Inc a Cooperative, 12700 West Dodge Road, P.O. Box 2047, Omaha, NE 68103 – 2047, covering 103 covered hopper cars numbered AGPX 70001-70103, inclusive.

Very Truly Yours

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name below.

Louis E. Gitomer

Enclosure

RECORDATION NO. 27345 FILED

JAN 11 '08 -4 1 5 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT**

**dated as of August 23, 2007**

**between**

**SUNTRUST LEASING CORPORATION,  
as Lessor**

**and**

**AG PROCESSING INC A COOPERATIVE  
as Lessee,**

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**MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT is made and entered into as of August 23, 2007, by and between SUNTRUST LEASING CORPORATION, as Lessor, and AG PROCESSING INC A COOPERATIVE, as Lessee, with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Rail Equipment Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum of Rail Equipment Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Rail Equipment Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rail Equipment Lease Agreement to be executed as of the date first above written.

SUNTRUST LEASING CORPORATION,

as Lessor

By: *Robert J. Monaghan*

Name: ROBERT J. MONAGHAN

Title: VP

AG PROCESSING INC A COOPERATIVE,

as Lessee

By: *J. Keith Stackler*

Name: J. Keith Stackler

Title: CEO, Group Vice President Finance

*[Handwritten initials]*

**EXHIBIT NO. 1  
TO MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

**One hundred three covered hopper cars numbered AGPX 70001-70103, inclusive.**

STATE OF MARYLAND )  
 ) ss.  
 COUNTY OF BALTIMORE )

On this 31<sup>st</sup> day of December 2007, before me, Erica Denham undersigned Notary Public, personally appeared Robert J. Howey personally known to me to be the person who executed the within instrument as VP on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

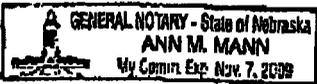
Erica Denham  
 Notary Public

My commission expires:

August 12, 2009

STATE OF NEBRASKA )  
 ) ss.  
CITY OF OMAHA )

On this 31st day of December 2007, before me, Ann Mann, the undersigned Notary Public, personally appeared J. Keith Spackler personally known to me to be the person who executed the within instrument as CFO Group VP Finance on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal] 

Ann M. Mann  
Notary Public

My commission expires:  
December 31, 2007