

RECORDATION NO. 27225-A FILED

JUN 11 '08 -2 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

June 11, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Lease Agreement, dated as of June 9, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 27225.

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

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Lessee: Pioneer Trail Energy, LLC
c/o BioFuel Energy Corp.
1801 Broadway, Suite 1060
Denver, Colorado 80202

Anne K. Quinlan, Esquire
June 11, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

177 railcars: CGEX 1543, CNW 470738, DBUX 300476, DBUX 300479 and within the series GACX 72921 - GACX 72937, NATX 301130 - NATX 39515, TILX 190441 - TILX 290450 and TILX 638618 - TILX 641395 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Lease Agreement.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUN 11 '08 -2 00 PM

MEMORANDUM OF RAILROAD CAR LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

Memorandum of Railroad Car Lease Agreement made and entered into as of June 9, 2008 by and between TRINITY INDUSTRIES LEASING COMPANY ("Lessor"), and PIONEER TRAIL ENERGY, LLC ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Railroad Car Lease Agreement dated as of October 12, 2006 (the "Lease") and Riders thereto, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars bearing reporting marks and road numbers as shown on Schedule A attached hereto, effective as of the date hereof and subject to the terms defined in the Lease.

IN WITNESS WHEREOF, the undersigned have each caused this Memorandum to be duly executed as of the date and year first above written.

TRINITY INDUSTRIES LEASING COMPANY

By Thomas C. Jurdine

Name: Thomas C. Jurdine

Title: Vice President

PIONEER TRAIL ENERGY, LLC

By _____

Name: _____

Title: _____

State of Texas)
County of Dallas) ss:

On this 9th day of June, 2008, before me personally appeared Thomas Jardine, to me personally known, who being duly sworn, stated that he is Vice President of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

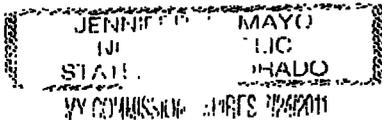
Danielle Henderson
Notary Public

My Commission expires: 6/9/2012



State of Colorado)
County of Denver) ss:

On this 9th day of June, 2008, before me personally appeared Dan Simon, to me personally known, who being duly sworn, stated that he is Authorized Representative of PIONEER TRAIL ENERGY, LLC, that said instrument was signed on behalf of said company by authority of its manager(s), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Jennifer A. Mayo
Notary Public

My Commission expires: 7/24/2011

SCHEDULE A
to Memorandum of Railroad Car Lease Agreement:

Car No.	TILX 197587	TILX 198273	TILX 199189
CGEX 1543	TILX 197588	TILX 198275	TILX 199190
DBUX 300476	TILX 197591	TILX 198282	TILX 199191
DBUX 300479	TILX 197594	TILX 198286	TILX 199192
GACX 72921	TILX 197600	TILX 198291	TILX 199298
GACX 72923	TILX 197603	TILX 198293	TILX 199303
GACX 72929	TILX 197609	TILX 198313	TILX 199308
GACX 72930	TILX 197614	TILX 198315	TILX 199314
GACX 72937	TILX 197616	TILX 198720	TILX 199317
NAHX 39493	TILX 197617	TILX 198944	TILX 199335
NAHX 301153	TILX 197618	TILX 198960	TILX 199348
NAHX 301155	TILX 197620	TILX 198992	TILX 199355
NAHX 301162	TILX 197621	TILX 199002	TILX 199360
NAHX 302934	TILX 197626	TILX 199008	TILX 199362
NATX 39515	TILX 197638	TILX 199009	TILX 199366
NATX 301130	TILX 198039	TILX 199014	TILX 199367
TILX 190411	TILX 198044	TILX 199026	TILX 199809
TILX 191418	TILX 198050	TILX 199040	TILX 199826
TILX 191420	TILX 198056	TILX 199048	TILX 290435
TILX 191475	TILX 198057	TILX 199057	TILX 290439
TILX 191510	TILX 198058	TILX 199064	TILX 290443
TILX 194941	TILX 198062	TILX 199154	TILX 290450
TILX 195071	TILX 198073	TILX 199155	TILX 638644
TILX 195077	TILX 198075	TILX 199156	TILX 638647
TILX 195090	TILX 198079	TILX 199158	TILX 639009
TILX 195093	TILX 198080	TILX 199159	TILX 639190
TILX 195095	TILX 198082	TILX 199161	TILX 639196
TILX 195105	TILX 198085	TILX 199162	TILX 639200
TILX 195110	TILX 198086	TILX 199167	TILX 639216
TILX 195125	TILX 198089	TILX 199169	TILX 639225
TILX 195186	TILX 198097	TILX 199174	TILX 639268
TILX 195214	TILX 198101	TILX 199176	TILX 640186
TILX 195230	TILX 198105	TILX 199177	TILX 640294
TILX 195323	TILX 198110	TILX 199178	TILX 640476
TILX 195355	TILX 198112	TILX 199179	TILX 191415
TILX 195360	TILX 198160	TILX 199181	NATX 302134
TILX 195371	TILX 198166	TILX 199182	TILX 195355
TILX 197504	TILX 198223	TILX 199183	TILX 19590
TILX 197565	TILX 198270	TILX 199185	TILX 198119
TILX 197585	TILX 198271	TILX 199188	TILX 198108

TILX 197636
TILX 195241
TILX 197625
TILX 197636
TILX 638647
GACX 72923
GACX 72930
TILX 197640
CGEX 1543
CNW 470738
GACX 72921
GACX 72923

GACX 72929
GACX 72937
NATX 302934
NATX 39506
TILX 195090
TILX 195355
TILX 199080
TILX 199805
TILX 638618
TILX 638643
TILX 638644
TILX 638647
TILX 638845

TILX 639009
TILX 639190
TILX 639196
TILX 639200
TILX 639216
TILX 639220
TILX 639225
TILX 639256
TILX 639268
TILX 640186
TILX 640193
TILX 640 281
TILX 640294

TILX 640420
TILX 640426
TILX 640429
TILX 640442
TILX 640455
TILX 640456
TILX 640460
TILX 640476
TILX 640484
TILX 641385
TILX 641395

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/11/08



Robert W. Alvord