

RECORDATION NO 27579 FILED

JUL 24 '08

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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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



July 22, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., 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 July 1, 2008, 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	Lessee:	Midwest Agri-Commodities Company
	One O'Hare Centre		524 Center Avenue
	6250 River Road, Suite 5000		Moorhead, MN 56560
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is thirty five (35) 16,500-18,000 gallon capacity lined tank cars; with AESX, AMPX and NATX 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.

Best regards,


Marcia Dunne
Sr. Rail Documentation Specialist

Enclosure
(MIAG001)

ASSGN. NO.: MIAG001

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of July, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Midwest Agri-Commodities Company ("Lessee"), a North Dakota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 2008, 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 July 1, 2008, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT

Title: _____

ATTEST:

By: Susan Grokulskey
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 15th day of July, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of July, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

MIDWEST AGRI-COMMODITIES COMPANY

ATTEST:

By: Lee Glass

Name: Lee Glass

Title: Director of Transportation

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Clay

I, Samantha Abele, a Notary Public of the County and State aforesaid, certify that Lee Glass 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 20 day of May, 2010.

Samantha Abele
Notary Public

Commission Expires:

Jan. 31, 2012
(Notary Public)

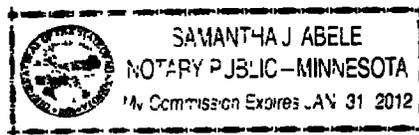


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 16500 gal. capacity non-lined and 17000-18000 gal. capacity lined tank cars.

CAR NUMBERS:

AESX	008737
AESX	008784
AESX	008820
AESX	008821
AESX	008828
AESX	008898
AESX	008903
AMPX	017226
AMPX	017230
AMPX	017575
AMPX	017590
NATX	017295
NATX	017705
NATX	017740
NATX	017741
NATX	017743
NATX	017744
NATX	017745
NATX	017748
NATX	017749
NATX	017750
NATX	017752
NATX	017753
NATX	017754
NATX	017755
NATX	017756
NATX	017759
NATX	017767
NATX	017768
NATX	017770
NATX	017771
NATX	017772
NATX	017777
NATX	017785
NATX	017788

Count: 35