

RECORDATION NO 23422-A FILED

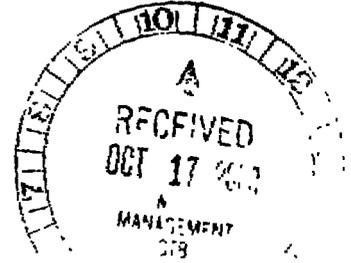
OCT 17 '08

1-10 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

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



VIA UPS 2nd DAY AIR

October 15, 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 September 29, 2008, 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 Surface Transportation Board under Recordation Number 23422. 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: Darling International, Inc.
251 O'Connor Ridge Blvd.
Suite 300
Irving, TX 75038

A description of the railroad equipment covered by the enclosed document is fifteen (15) 5150 cu. ft. capacity covered hopper cars having 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 \$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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Marcia Dunne".

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures

(DARI 006)

ASSGN. NO.: DARL006

OCT 17 '08

1:10 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of September, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Darling International, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

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

Executed on this 29th day of September, 2008

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L Enolva, 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.

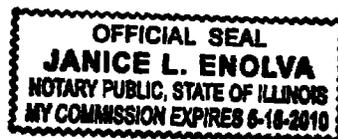
WITNESS my hand and official stamp or seal, this 29th day of SEPTEMBER, 2008.

Janice L Enolva
Notary Public

My Commission Expires:

5-18-2010

(Notary Public)



LESSEE:

DARLING INTERNATIONAL, INC.

By: Traci Johnson

Name: Traci Joh

Title: Traffic Mgr

ATTEST:

By: Emeralda Wilson

Name: Emeralda Wilson

Title: Benefits Coord.

Executed on this 19th day of September, 2008.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Dallas

I, Sharon Henley, a Notary Public of the County and State aforesaid, certify that Traci Johnson 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 19th day of September, 2008.

Shenley
Notary Public

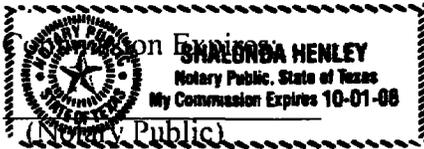


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: Covered Hopper Cars, 5150 cu. ft. capacity. 286 GRL

CAR NUMBERS:

NDYX	516326
NDYX	516327
NDYX	516330
NDYX	516332
NDYX	516334
NDYX	516335
NDYX	516339
NDYX	516340
NDYX	516342
NDYX	516343
NDYX	516346
NDYX	516348
NDYX	516351
NDYX	516355
NDYX	516369