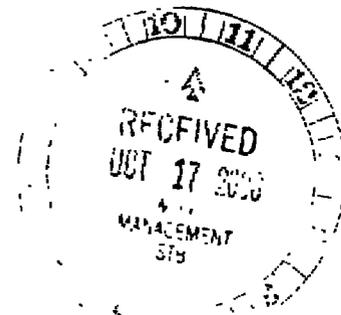


RECORDATION NO. 24194-A FILED

OCT 17 '08

1-24 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

October 15, 2008

## FIRST UNION RAIL

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

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 October 10, 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 24194.

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

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Badger State Ethanol LLC  
820 W. 17<sup>th</sup> Street  
Monroe, WI 53566

A description of the railroad equipment covered by the enclosed document is twenty five (25) 4750 cu. ft. capacity, covered hopper cars having FURX and 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.

Best regards,

Marcia Dunne  
Sr. Rail Documentation Specialist

Enclosures

(BADS007)

ASSGN. NO.: BADS007

OCT 17 '08

1-24 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of October, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Badger State Ethanol LLC ("Lessee"), a limited liability corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 3, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 11, 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: \_\_\_\_\_  
Title: VICE PRESIDENT

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

Executed on this 10<sup>th</sup> day of October, 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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of October, 2008.

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



**LESSEE:**

**BADGER STATE ETHANOL LLC**

**ATTEST:**

By: Badger State Ethanol  
Name: Laurie Cannon  
Title: Administrative Asst.

By: [Signature]  
Name: Erik Huschitt  
Title: General Manager

Executed on this 29 day of September, 2008.

[CORPORATE SEAL]

STATE OF Wisconsin  
COUNTY OF Green

I, Laurie Jean Cannon, a Notary Public of the County and State aforesaid, certify that Erik Huschitt 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 29 day of September, 2008.

[Signature]  
Notary Public

My Commission Expires:

04-29-2012  
(Notary Public)

**EXHIBIT A to MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Twenty-five (25)

**DESCRIPTION OF CARS:** 4,750 cubic foot covered hopper cars with gravity discharge gates, trough hatches and vibrator brackets.

**CAR NUMBERS:**

FURX	463149
FURX	821517
FURX	822338
FURX	824222
FURX	824235
FURX	826753
FURX	826853
FURX	827036
FURX	827502
FURX	827888
FURX	829470
FURX	829481
FURX	829595
FURX	829761
FURX	829849
FURX	830494
FURX	830686
FURX	832098
FURX	832145
FURX	832151
FURX	832169
FURX	832184
FURX	832196
NDYX	824514
NDYX	830979
Count:	25