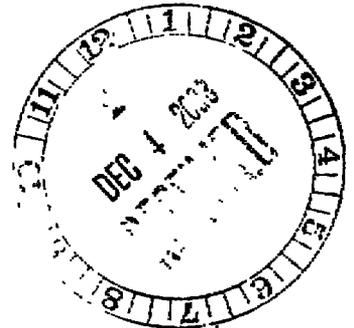


RECORDATION NO 23422-B FILED

DEC 04 '08

3-19 PM

SURFACE TRANSPORTATION BOARD



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

December 2, 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: Amendment to Memorandum of Lease**

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 an Amendment to Memorandum of Lease Agreement dated October 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
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A description of the railroad equipment covered by the enclosed document is for fifteen (15) 51500 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: Amendment to 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

Very truly yours,

  
Marcia Duffie  
Sr. Rail Documentation Specialist

Enclosures

(DARI 006)

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of October, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Darling International Inc. ("Lessee"), a Delaware corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 2001, as amended, 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.

A Memorandum evidencing such Rider No. 5 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on October 17, 2008 at 1:10 p.m. with secondary Recordation Number 23422.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Rider No. 5 is amended as follows:
Car number NDYX 516353 is added to Exhibit A; Car Number NDYX 516355 is deleted from Exhibit A.
b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease 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 SALES & MARKETING

By: Susan Grobulesky
Name: SUSAN GROBULESKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Title:

Executed on this 10th day of November, 2008.

[CORPORATE SEAL]

RECORDATION NO 23422-B FILED

STATE OF ILLINOIS

DEC 04 '08

3-19 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

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 Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of November, 2008.

Notary Public signature and stamp

Commission Expires:

6-2012
(Notary Public)



LESSEE:

DARLING INTERNATIONAL INC.

ATTEST:

By: TRACI Johnson  
Name: Traci  
Title: Traffic Manager

By: Henley  
Name: Shalonda Henley  
Title: Admin Asst.

Executed on this 29<sup>th</sup> day of October, 2008.

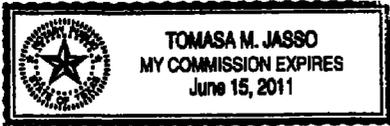
[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Dallas

I, Tomasa M. Jasso, a Notary Public of the County and State aforesaid, certify that Traci Johnson personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29<sup>th</sup> day of October, 2008.



Tomasa M. Jasso  
Notary Public

Commission Expires:

June 15, 2011  
(Notary Public)

**EXHIBIT A**  
**to**  
**AMENDMENT 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 516353
- NDYX 516369