

RECORDATION NO. 27164-H FILED

OCT 08 '09 -2 45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

October 8, 2009

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 Full Service Railcar Lease, dated as of August 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Mortgage previously filed with the Board under Recordation Numbers 27164.

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

Lessor.	Babcock & Brown Rail Funding LLC 1 Dag Hammarskjold Plaza 885 Second Avenue, 49 th Floor New York, NY 10017
Lessee	Bakery Feeds, a division of Griffin Industries, Inc. 4221 Alexandria Pike Cold Spring, Kentucky 41076

Anne K. Quinlan, Esquire
October 8, 2009
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A description of the railroad equipment covered by the enclosed document is:

35 covered hopper railcars within the series BNBX 121925 - BNBX 122053 as more particularly set forth in the attachment to the document

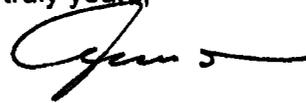
A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar 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 stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

OCT 08 '09 -2 45 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 19th day of August, 2008, to that certain Master Full Service Railcar Lease dated as of January 16, 2008, between BABCOCK & BROWN RAIL FUNDING LLC a Delaware limited liability company (the "Lessor") and BAKERY FEEDS. A DIVISION OF GRIFFIN INDUSTRIES, a Kentucky corporation (the "Lessee"), is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of January 16, 2008 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"),

WHEREAS, the Parties have entered into an additional schedule covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 03 dated as of August 2008, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

STATE OF New York)

SS:

COUNTY OF Westchester)

On 9/11, 2008, before me, Indra Bedasie, Notary Public, personally appeared Scott Littlefield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

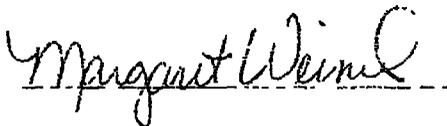
Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF Kentucky)
) SS
COUNTY OF Campbell)

On August 29, 2008, before me, Margaret Weinel, Notary Public, personally appeared Bill Reagor, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



MARGARET M. WEINEL
Notary Public, Kentucky State at Large
My Commission Expires Sept. 3, 2008

EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity of Cars/Car Description

Thirty five (35) 6351 CF covered hoppers, 286,000 lbs. GRL capacity, AAR Type Code C114 built by Trinity Industries, Inc in 2007.

Reporting Mark and Numbers

BNBX 121925
BNBX 121938
BNBX 121939
BNBX 121940
BNBX 121941
BNBX 121942
BNBX 121946
BNBX 121947
BNBX 121950
BNBX 121959
BNBX 121961
BNBX 121962
BNBX 121963
BNBX 121975
BNBX 121989
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BNBX 122017
BNBX 122020
BNBX 122022
BNBX 122024
BNBX 122028
BNBX 122037
BNBX 122047
BNBX 122048
BNBX 122051
BNBX 122052
BNBX 122053