

RECORDATION NO. 23422-C FILED

DEC 06 11 08 AM

SURFACE TRANSPORTATION BOARD

DEC 3 2010

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

December 1, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 November 17, 2010, 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 for sixteen (16) 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.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(DARL007)

ASSGN. NO.: DARL007

DEC 06 '10 - 11 08 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of November, 2010, 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. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 11, 2010 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: [Signature]
Name: JOHN J. THOMAS

By: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR

Title: OF DOCUMENTATION Executed on this 17th day of November, 2010

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

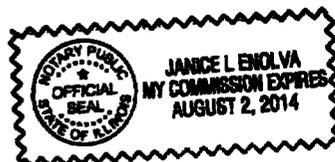
I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of November, 2010.

Janice L. Enolva
Notary Public

My Commission Expires:

8 - 2 - 2014
(Notary Public)



LESSEE:

DARLING INTERNATIONAL, INC.

By: Brian A Shultz

Name: Brian A Shultz

Title: Director of Commodity Exports

ATTEST:

By: Traci Johnson

Name: Traci Johnson

Title: Traffic Manager

Executed on this 9th day of November, 2010.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Dallas

I, Tomas M. Jasso, a Notary Public of the County and State aforesaid, certify that Brian A. Shultz 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 9th day of November, 2010.

Tomas M. Jasso
Notary Public

Commission Expires:

June 15, 2011
(Notary Public)

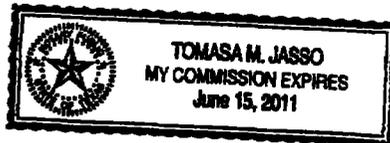


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixteen (16)

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

CAR NUMBERS:

FURX	840804
FURX	840809
FURX	840819
FURX	840830
FURX	840834
FURX	840844
FURX	840877
FURX	840880
FURX	840897
FURX	842826
FURX	845474
FURX	845476
FURX	845497
NDYX	516252
NDYX	516276
NDYX	516306