

RECORDATION NO. 29705 FILED

MAR 31 '11 -8 46 AM

SURFACE TRANSPORTATION BOARD

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt. Airy, Maryland 21771
(301) 253-6040

maryannoster@comcast.net

March 31, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

**Memorandum of Schedule #2 to Master Railcar Lease
Agreement dated 2/10/11**

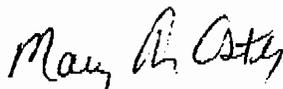
Lessor: Wells Fargo Equipment Finance, Inc. dba
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Gavilon, LLC
11 Conagra Drive
Omaha, NE 68102

Equipment: 54, Railcars
WWLX 961000-961224, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

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SURFACE TRANSPORTATION BOARD

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

**MEMORANDUM OF SCHEDULE #2 TO
MASTER RAILCAR LEASE AGREEMENT**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Lessor

and

GAVILON, LLC

as Lessee

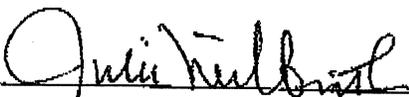
MEMORANDUM OF SCHEDULE #2 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO MASTER RAILCAR LEASE AGREEMENT is effective as of February 10, 2011, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and GAVILON, LLC, a Delaware Limited Liability Company ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated February 10, 2011 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of February 28, 2006 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Master Railcar Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: 

Printed Name: Julie Milbrath
Assistant Vice President

Title: _____

GAVILON, LLC
Lessee

By: 

Printed Name: Corey Pencklaw

Title: VP

EXHIBIT A**DESCRIPTION OF RAILCARS**

Fifty-Four (54) Railcars with the reporting following reporting marks and numbers:

<u>#</u>	<u>Reporting Mark & Number</u>	<u>#</u>	<u>Reporting Mark & Number</u>
1	WWLX 961000	28	WWLX 961079
2	WWLX 961002	29	WWLX 961087
3	WWLX 961003	30	WWLX 961097
4	WWLX 961004	31	WWLX 961102
5	WWLX 961005	32	WWLX 961104
6	WWLX 961007	33	WWLX 961108
7	WWLX 961010	34	WWLX 961111
8	WWLX 961013	35	WWLX 961123
9	WWLX 961016	36	WWLX 961135
10	WWLX 961018	37	WWLX 961142
11	WWLX 961020	38	WWLX 961145
12	WWLX 961022	39	WWLX 961152
13	WWLX 961024	40	WWLX 961154
14	WWLX 961034	41	WWLX 961156
15	WWLX 961036	42	WWLX 961157
16	WWLX 961037	43	WWLX 961161
17	WWLX 961039	44	WWLX 961162
18	WWLX 961048	45	WWLX 961170
19	WWLX 961049	46	WWLX 961171
20	WWLX 961050	47	WWLX 961173
21	WWLX 961052	48	WWLX 961180
22	WWLX 961058	49	WWLX 961181
23	WWLX 961059	50	WWLX 961196
24	WWLX 961060	51	WWLX 961205
25	WWLX 961061	52	WWLX 961215
26	WWLX 961065	53	WWLX 961220
27	WWLX 961070	54	WWLX 961224

STATE OF Minnesota, COUNTY OF Winnebago, TO WIT:

On this 3rd day of March, 2011 before me appeared, Julie Milbrath to me personally known, who being by me duly sworn, says that he is the AVP of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on March 30, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



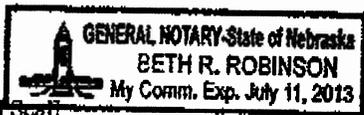
[Notarial Seal]

Margaret J. Kiernan
Notary Public

My commission expires: 1-31-2015

STATE OF Nebraska, COUNTY OF Douglas, TO WIT:

On this 11 day of February, 2011 before me appeared, Corey Dencklau to me personally known, who being by me duly sworn, says that he is a Vice President of GAVILON, LLC, a Delaware Limited Liability Company, that said instrument was signed and sealed on February 11, 2011 on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



[Notarial Seal]

Beth R. Robinson
Notary Public

My commission expires: July 11, 2013