

FEB 22 '12 -2 45 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

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

February 16, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: 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 October 4, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under primary Recordation Number 29562.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Perdue Agribusiness Incorporated 31149 Old Ocean City Road Salisbury, MD 21804
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A description of the railroad equipment covered by the enclosed document is for ninety-six (96) hopper cars having MFCX 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 Documentation Specialist

Enclosures

(PEAG004/A)

FEB 22 '12 -2 45 PM

ASSGN. NO.: PEAG004-A

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

44 THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4 day of October, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Perdue Agribusiness Incorporated ("Lessee"), a Maryland corporation, as successor in interest via assignment from Perdue Farms Incorporated.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 3, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 4, 2011, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 4 day of October, 2011.

[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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4 day of October, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

PERDUE AGRIBUSINESS INCORPORATED

**ATTEST:**

By: Tammi Bendler  
Name: Tammi Bendler  
Title: Sr. Logistics Coordinator

By: Sharon G. Clark  
Name: Sharon G. Clark  
Title: VP Transportation

Executed on this 26 day of September, 2011.

[CORPORATE SEAL]

STATE OF Maryland  
COUNTY OF Wicomico

I, M. Nathaniel Rowe, a Notary Public of the County and State aforesaid, certify that Sharon G. Clark 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 26<sup>th</sup> day of September 2011

M. Nathaniel Rowe  
Notary Public

Commission Expires:

October 11, 2013  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**           Ninety-six (96)

**DESCRIPTION OF CARS:**   Covered hopper cars

**CAR NUMBERS:**           MFCX 851300-851395 inclusive