

RECORDATION NO 30319 FILED
August 02, 2012 10:15 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 2, 2012

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Security Agreement, dated July 31, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The document covers all rail equipment and leasehold interests therein of the Borrowers now owned or hereafter acquired.

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

Collateral Agent: Portigon AG, New York Branch
7 World Trade Center
250 Greenwich Street
New York, NY 10007

Borrower: ABE South Dakota, LLC (f/k/a Heartland
Grain Fuels, L.P.)
8000 Norman Center Drive, Ste. 610
Minneapolis, MN 55437

Chief
Section of Administration
August 2, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

All locomotives, railcars and other rolling stock of the Borrower, including any lease and sublease interests relating to rolling stock, whether now owned or hereafter acquired, effective as of October 1, 2007.

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

Memorandum of Assignment and Security Agreement.

Also enclosed is a check in the amount of \$33.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND SECURITY AGREEMENT

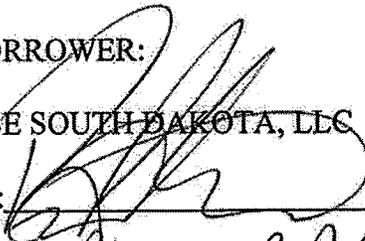
This Memorandum of Assignment and Security Agreement is made and entered into as of July 31, 2012, by and between ABE SOUTH DAKOTA, LLC (f/k/a Heartland Grain Fuels, L.P.) (hereinafter referred to as "Borrower"), and PORTIGON AG, NEW YORK BRANCH (f/k/a WestLB AG, New York Branch), as collateral agent for the Senior Secured Parties (hereinafter referred to as the "Agent"), respecting that certain Assignment and Security Agreement, dated as of October 1, 2007, between Borrower and Agent, as amended and restated pursuant to that certain Amended and Restated Assignment and Security Agreement, dated as of June 16, 2010, together with security documents referenced therein (hereinafter referred to as the "Security Agreement").

Borrower and Agent hereby affirm and acknowledge that Borrower has agreed to grant the Agent, on behalf of itself and the Senior Secured Parties, a first priority security interest in all assets of Borrower, including any lease and sublease interests relating to rolling stock, whether now owned or hereafter acquired, effective as of October 1, 2007, and subject to the terms of the Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to all due authority, has caused this Memorandum of Assignment and Security Agreement to be duly executed in its name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

ABE SOUTH DAKOTA, LLC

By: 

Name: Richard R. Peterson

Title: CEO / President

AGENT:

PORTIGON AG, NEW YORK BRANCH

By: _____

Name: _____

Title: _____

By: _____

Name: _____

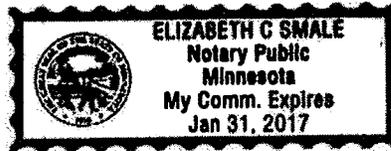
Title: _____

STATE OF Minnesota)
)
COUNTY OF Hennepin)

SS:

On this 31st day of July 2012, before me personally appeared Richard R. Peterson, to me personally known, who being duly sworn, stated that he is the President's CEO of ABE South Dakota, LLC, that said instrument was signed on behalf of said company by authority of its management committee, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Elizabeth C. Smale
Notary Public



My Commission Expires

MEMORANDUM OF ASSIGNMENT AND SECURITY AGREEMENT

This Memorandum of Assignment and Security Agreement is made and entered into as of July 31, 2012, by and between ABE SOUTH DAKOTA, LLC (f/k/a Heartland Grain Fuels, L.P.) (hereinafter referred to as "Borrower"), and PORTIGON AG, NEW YORK BRANCH (f/k/a WestLB AG, New York Branch), as collateral agent for the Senior Secured Parties (hereinafter referred to as the "Agent"), respecting that certain Assignment and Security Agreement, dated as of October 1, 2007, between Borrower and Agent, as amended and restated pursuant to that certain Amended and Restated Assignment and Security Agreement, dated as of June 16, 2010, together with security documents referenced therein (hereinafter referred to as the "Security Agreement").

Borrower and Agent hereby affirm and acknowledge that Borrower has agreed to grant the Agent, on behalf of itself and the Senior Secured Parties, a first priority security interest in all assets of Borrower, including any lease and sublease interests relating to rolling stock, whether now owned or hereafter acquired, effective as of October 1, 2007, and subject to the terms of the Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to all due authority, has caused this Memorandum of Assignment and Security Agreement to be duly executed in its name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

ABE SOUTH DAKOTA, LLC

By: _____

Name: _____

Title: _____

AGENT:

PORTIGON AG, NEW YORK BRANCH

By: David Pascual

Name: David Pascual
Executive Director

Title: _____

By: Michael O'Connor

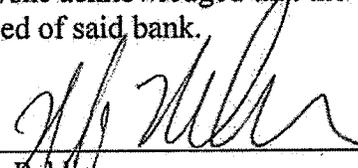
Name: MICHAEL O'CONNOR
EXECUTIVE DIRECTOR

Title: _____

STATE OF New York)
COUNTY OF New York)

SS:

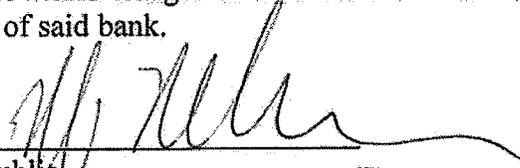
On this 25th day of July 2012, before me personally appeared David Pascual, to me personally known, who being duly sworn, stated that he/she is the Executive Director of Portigon AG, New York Branch, that said instrument was signed on behalf of said bank by all necessary authority, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public **JEFF V. NELSON**
Notary Public, State of New York
No. 02NE6104085
Qualified in Kings County
My Commission Expires **Commission Expires January 12, 2012**

STATE OF New York)
COUNTY OF New York)

SS:

On this 25th day of July 2012, before me personally appeared Michael O'Connor, to me personally known, who being duly sworn, stated that he/she is the Executive Director of Portigon AG, New York Branch, that said instrument was signed on behalf of said bank by all necessary authority, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public

My Commission Expires

JEFF V. NELSON
Notary Public, State of New York
No. 02NE6104085
Qualified in Kings County
Commission Expires January 12, 2012

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/2/12

Edward M Luria
Edward M. Luria