

RECORDATION NO. 21994-M FILED

JAN 04 '13 -4 05 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT-DAY-AIR

January 3, 2013

FIRST UNION RAIL

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

Tel 847 318.7575
Fax 847.318 7588
www.firstunionrail.com

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

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 22, 2012, 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 primary Recordation Number 21994.

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: | AG Processing Inc 12700 West Dodge Road Omaha, NE 68103-2047 |
|---------|--|---------|--|

A description of the railroad equipment covered by the enclosed document is for two hundred twenty-five (225) covered hopper cars having 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 \$42.00 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

(AGP036)

ASSGN NO . AGP036

JAN 04 '13 -4 05 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of October, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ag Processing Inc ("Lessee"), an Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 30 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2012, 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: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: GEORGIA FREIBURGER

Title: MBR OF DOCUMENTATION Executed on this 22nd day of October, 2012

[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/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 22nd day of October, 2012.

[Signature]
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

AG PROCESSING INC

ATTEST

By: [Signature]

Name: Greg Twist

Title: SLP Transportation

By: Delores D. Armstrong

Name: Delores D. Armstrong

Title: Rail Equipment Manager

Executed on this 12th day of October, 2012

[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF DOUGLAS

I, ANN M MANN, a Notary Public of the County and State aforesaid, certify that GREG TWIST 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 12th day of October, 2012

[Signature]
Notary Public

Commission Expires:
NOV 7, 2013
(Notary Public)

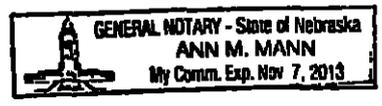


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS. Two hundred twenty-five (225)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS

| | | | |
|-------------|-------------|-------------|-------------|
| NDYX 515819 | NDYX 516094 | NDYX 840772 | NDYX 842462 |
| NDYX 515830 | NDYX 516108 | NDYX 840900 | NDYX 842477 |
| NDYX 515833 | NDYX 516118 | NDYX 840930 | NDYX 842480 |
| NDYX 515852 | NDYX 516121 | NDYX 840961 | NDYX 842491 |
| NDYX 515858 | NDYX 840022 | NDYX 840995 | NDYX 842493 |
| NDYX 515860 | NDYX 840023 | NDYX 841010 | NDYX 842508 |
| NDYX 515868 | NDYX 840066 | NDYX 841046 | NDYX 842509 |
| NDYX 515869 | NDYX 840099 | NDYX 841063 | NDYX 842526 |
| NDYX 515874 | NDYX 840132 | NDYX 841074 | NDYX 842529 |
| NDYX 515901 | NDYX 840138 | NDYX 841124 | NDYX 842531 |
| NDYX 515902 | NDYX 840166 | NDYX 841129 | NDYX 842539 |
| NDYX 515908 | NDYX 840373 | NDYX 841147 | NDYX 842543 |
| NDYX 515914 | NDYX 840377 | NDYX 841809 | NDYX 842549 |
| NDYX 515921 | NDYX 840380 | NDYX 841821 | NDYX 842551 |
| NDYX 515933 | NDYX 840385 | NDYX 841839 | NDYX 842553 |
| NDYX 515935 | NDYX 840388 | NDYX 841850 | NDYX 842600 |
| NDYX 515936 | NDYX 840391 | NDYX 841856 | NDYX 842601 |
| NDYX 515943 | NDYX 840397 | NDYX 841858 | NDYX 842608 |
| NDYX 515955 | NDYX 840401 | NDYX 841894 | NDYX 842614 |
| NDYX 515957 | NDYX 840405 | NDYX 841916 | NDYX 842626 |
| NDYX 515978 | NDYX 840428 | NDYX 841936 | NDYX 842629 |
| NDYX 515989 | NDYX 840614 | NDYX 841941 | NDYX 842633 |
| NDYX 515995 | NDYX 840629 | NDYX 841956 | NDYX 842636 |
| NDYX 516013 | NDYX 840654 | NDYX 841976 | NDYX 842650 |
| NDYX 516021 | NDYX 840672 | NDYX 842400 | NDYX 842656 |
| NDYX 516026 | NDYX 840687 | NDYX 842412 | NDYX 842657 |
| NDYX 516027 | NDYX 840694 | NDYX 842414 | NDYX 842977 |
| NDYX 516057 | NDYX 840719 | NDYX 842422 | NDYX 842981 |
| NDYX 516075 | NDYX 840722 | NDYX 842424 | NDYX 842982 |
| NDYX 516076 | NDYX 840723 | NDYX 842439 | NDYX 842989 |
| NDYX 516085 | NDYX 840738 | NDYX 842442 | NDYX 842993 |
| NDYX 516089 | NDYX 840763 | NDYX 842450 | NDYX 843188 |

| | | | | | | | |
|------|--------|------|--------|------|--------|------|--------|
| NDYX | 843189 | NDYX | 846879 | NDYX | 847054 | NDYX | 850385 |
| NDYX | 843191 | NDYX | 846889 | NDYX | 847055 | NDYX | 850389 |
| NDYX | 843192 | NDYX | 846891 | NDYX | 847060 | NDYX | 850397 |
| NDYX | 843193 | NDYX | 846899 | NDYX | 847075 | NDYX | 850400 |
| NDYX | 843198 | NDYX | 846902 | NDYX | 847098 | NDYX | 850405 |
| NDYX | 843214 | NDYX | 846908 | NDYX | 847100 | NDYX | 850429 |
| NDYX | 843217 | NDYX | 846912 | NDYX | 847104 | NDYX | 850441 |
| NDYX | 843221 | NDYX | 846936 | NDYX | 847112 | NDYX | 850443 |
| NDYX | 843901 | NDYX | 846939 | NDYX | 847124 | NDYX | 850468 |
| NDYX | 843943 | NDYX | 846940 | NDYX | 847130 | NDYX | 850492 |
| NDYX | 843972 | NDYX | 846944 | NDYX | 847135 | NDYX | 850564 |
| NDYX | 843977 | NDYX | 846952 | NDYX | 847136 | NDYX | 850576 |
| NDYX | 843998 | NDYX | 846956 | NDYX | 847147 | NDYX | 850581 |
| NDYX | 844004 | NDYX | 846989 | NDYX | 850023 | NDYX | 850588 |
| NDYX | 844053 | NDYX | 846995 | NDYX | 850025 | NDYX | 850589 |
| NDYX | 844077 | NDYX | 846998 | NDYX | 850050 | NDYX | 850592 |
| NDYX | 844094 | NDYX | 847004 | NDYX | 850075 | NDYX | 850620 |
| NDYX | 844103 | NDYX | 847011 | NDYX | 850144 | NDYX | 850671 |
| NDYX | 844142 | NDYX | 847012 | NDYX | 850200 | NDYX | 850686 |
| NDYX | 844179 | NDYX | 847021 | NDYX | 850216 | NDYX | 850691 |
| NDYX | 844184 | NDYX | 847025 | NDYX | 850272 | NDYX | 850881 |
| NDYX | 844192 | NDYX | 847035 | NDYX | 850292 | NDYX | 850885 |
| NDYX | 845378 | NDYX | 847037 | NDYX | 850305 | | |
| NDYX | 846868 | NDYX | 847039 | NDYX | 850339 | | |
| NDYX | 846876 | NDYX | 847042 | NDYX | 850345 | | |