

RECORDATION NO. 28073-C REC'D

OCT 06 '10 -3 54 PM

SURFACE TRANSPORTATION BOARD

OCT 6 2010
RECEIVED

FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

October 4, 2010

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 August 26, 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 primary Recordation Number 28073.

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: Gavilon, LLC
11 Conagra Drive
Omaha, NE 68102

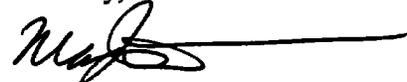
A description of the railroad equipment covered by the enclosed document is for fifty (50) 4750 cu. ft. capacity covered hopper cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$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

(GALL006)

ASSGN. NO.: GALL006

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MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26 day of August, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GAVILON, LLC a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 18, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 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

By: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 26th day of August, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

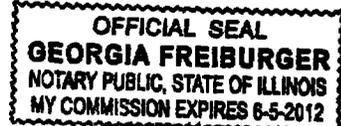
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of August, 2010.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

GAVILON, LLC

By: [Signature]

Name: Corey Dencklau

Title: V.P. Operations

ATTEST:

By: Casey Larsen

Name: Casey Larsen

Title: Contracts Analyst

Executed on this 13 day of August, 2010.

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Beth R. Robinson, a Notary Public of the County and State aforesaid, certify that Corey Dencklau 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 13 day of August, 2010.

Beth R. Robinson
Notary Public

Commission Expires:
July 11, 2013
(Notary Public)

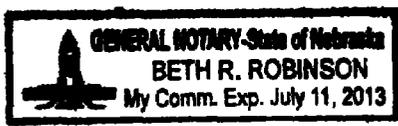


EXHIBIT A
to
MEMORANDUM OF LEASE

I. NUMBER OF CARS: Fifty (50)

II. DESCRIPTION OF CARS: 4750 cu. ft. covered hoppers, loading to 286,000 lbs. and equipped with vibrator brackets and 30" x 30" gates

III. CAR NUMBERS:

NDYX 475063	NDYX 475220
NDYX 475064	NDYX 475224
NDYX 475070	NDYX 475231
NDYX 475072	NDYX 475237
NDYX 475073	NDYX 475239
NDYX 475082	NDYX 475246
NDYX 475083	NDYX 475248
NDYX 475086	NDYX 475250
NDYX 475088	NDYX 475253
NDYX 475095	NDYX 475259
NDYX 475107	NDYX 475277
NDYX 475114	NDYX 475396
NDYX 475130	NDYX 475405
NDYX 475132	NDYX 475418
NDYX 475135	NDYX 475495
NDYX 475138	NDYX 475497
NDYX 475141	Count: 50
NDYX 475146	
NDYX 475150	
NDYX 475153	
NDYX 475159	
NDYX 475165	
NDYX 475166	
NDYX 475170	
NDYX 475180	
NDYX 475184	
NDYX 475185	
NDYX 475187	
NDYX 475192	
NDYX 475194	
NDYX 475203	
NDYX 475211	
NDYX 475212	
NDYX 475213	