

**GREENBRIER
LEASING COMPANY LLC**

RECORDATION NO. 29547 FILED

Greenbrier Leasing Company LLC

NOV 24 '10 5 00 PM

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

November 23, 2010

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NOV 24 2010

RECEIVED

VIA FEDERAL EXPRESS

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 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated March 1, 2010 for Schedule No. 1 dated March 1, 2010, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Poet Nutrition, Inc.
4506 North Lewis Avenue
Sioux Falls, SD 57104

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

One hundred fifty (150) 6,580 cubic foot capacity, through-sill covered hopper railcars marked and numbered AOKX 78000 through AOKX 78149.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
November 23, 2010
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated March 1, 2010 for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Clarke Grether". The signature is written in a cursive, flowing style.

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

RECORDATION NO. 2954.7 FILED

NOV 24 '10 5 00 PM

SARASOTA TRANSPORTATION BOARD

NOV 24 11 22 AM '10

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

POET NUTRITION, INC. ("LESSEE")

MARCH 1, 2010

SCHEDULE NO. 1

MARCH 1, 2010

Memorandum of Schedule No. 1 dated as of March 1, 2010 to a Lease Agreement made and entered into as of March 1, 2010 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Poet Nutrition, Inc., a South Dakota corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) newly built, 6,580 cubic foot capacity, through-sill covered hopper railcars, bearing marks and numbers as follows: AOKX 78000 through AOKX 78149, inclusive.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

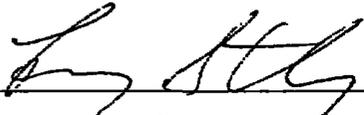
LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: _____

NAME: _____

TITLE: _____



Larry Stanley

Vice President

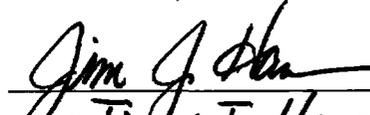
LESSEE:

POET NUTRITION, INC.

BY: _____

NAME: _____

TITLE: _____

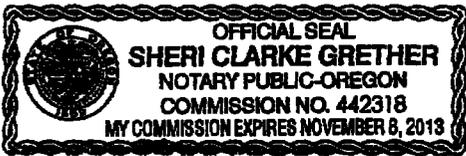


Jim J. Hanson

C.O.O.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 19th day of November, 2010, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF South Dakota)
) ss.
COUNTY OF Minnehaha)

On this 17 day of November, 2010, before me personally appeared Jim Hansen, to me personally known, who being by me duly sworn, says that s/he is the C.O.O. of Poet Nutrition, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Agnes S. Steffens
NOTARY PUBLIC
My commission expires: 10/18/12