

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

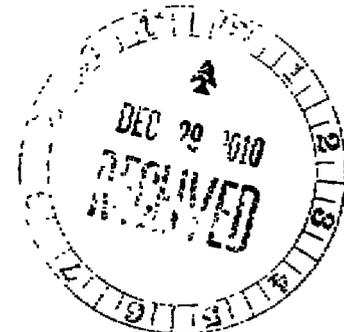
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

December 27, 2010

RECORDATION NO. 29588 FILED

DEC 29 '10 -2 20 PM

SURFACE TRANSPORTATION BOARD



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 two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement dated as of September 10, 2010, for Schedule No. 1 dated as of September 10, 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: Land O' Lakes Purina Feed, LLC
PO Box 64281, MS 5330
St. Paul, MN 55164

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

Thirty-eight (38) 6, 580 cubic foot covered hopper railcars marked and numbered AOKX 78154 through AOKX 78191.

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

Section Chief
Surface Transportation Board
December 27, 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 September 10, 2010 for Schedule
No. 1.

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

Sincerely,



Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE RECONSTRUCTION BOARD

DEC 29 '10

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

LAND O' LAKES PURINA FEED, LLC ("LESSEE")

SEPTEMBER 10, 2010

SCHEDULE NO. 1

SEPTEMBER 10, 2010

Memorandum of Schedule No. 1 dated September 10, 2010 to a Lease Agreement made and entered into as of September 10, 2010 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Land O' Lakes Purina Feed, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-eight (38) newly built 6,580 c.f., 286,000 lbs. GRL through-sill covered hopper railcars, each with a 30-inch by 59-foot four-inch hatch opening and four (4) 54-inch by 43-inch gravity gates, bearing marks and numbers AOKX 78154 through AOKX 78191, 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: _____

J.T. Stapp

J.T. Stapp

President

LESSEE:

LAND O' LAKES PURINA FEED, LLC

BY: _____

NAME: _____

TITLE: _____

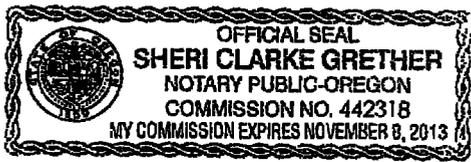
Kevin Shriver

Kevin Shriver

VP Sourcing/Commodity Merchandising

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of December, 2010, before me personally appeared James T Sharp, to me personally known, who being by me duly sworn, says that s/he is the 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~~ of his free act and deed.



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

STATE OF Minnesota)
) ss.
COUNTY OF Ramsey)

On this 10th day of December 2010, before me personally appeared Kevin Shrivver, to me personally known, who being by me duly sworn, says that s/he is the VP Sourcing/Commodity Mktg of Land O' Lakes Purina Feed, LLC 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.

[Signature]
NOTARY PUBLIC
My commission expires: 1/31/2013

