

MAR 02 '11 -4 13 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

March 2, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of February 15, 2011. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Chase Equipment Finance, Inc.
1111 Polaris Parkway, Suite A3
Columbus, OH 43240

Lessee:

AG Processing Inc a Cooperative
12700 West Dodge Road
Omaha, NE 68103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 covered hopper cars numbered AGPX 11001-11100, inclusive.

Ms. Cynthia T. Brown

March 2, 2011

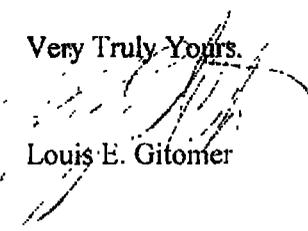
Page 2

A fee of \$ 41.00 is enclosed. Please return the original by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Chase Equipment Finance, Inc., 1111 Polaris Parkway, Suite A3, Columbus, OH 43240, and AG Processing Inc a Cooperative, 12700 West Dodge Road, Omaha, NE 68103, covering 100 covered hopper cars numbered AGPX 11001-11100, inclusive.

Very Truly Yours.



Louis E. Gitomer

Enclosures

MAR 22 '11 -4 13 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of February 15, 2011

between

CHASE EQUIPMENT FINANCE, INC.,
as Lessor,

and

AG PROCESSING INC A COOPERATIVE,
as Lessee,

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of ~~February 15, 2011~~, by and between CHASE EQUIPMENT FINANCE, INC. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH)-1085, Columbus, OH 43240, and AG PROCESSING INC A COOPERATIVE ("Lessee"), 12700 WEST DODGE ROAD, OMAHA, NE 68103, with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Lease of the Railroad Equipment 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 between Lessor and Lessee.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

CHASE EQUIPMENT FINANCE, INC.

By: *Cherie L. Oliveto*
Name: Cherie L. Oliveto
Title: Authorized Officer

AG PROCESSING INC A COOPERATIVE

By: *J. Keith Sittok*
Name: J. KEITH SITTOK
Title: CHASE FINANCIAL OFFICER

[Handwritten mark]

[Handwritten signature]

STATE OF OHIO)
) ss.
COUNTY OF DELAWARE)

On this 24th day of February 2011, before me, Tracey DeFrancis the undersigned Notary Public, personally appeared Charles Clark personally known to me to be the person who executed the within instrument as Authorized Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

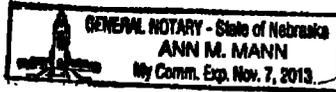
[Seal]  Tracey DeFrancis
Notary Public

My commission expires: March 22, 2014

STATE OF NEBRASKA)
CITY OF OMAHA) ss.

On this 15th day of FEBRUARY 2011, before me, ANN MANN, the undersigned Notary Public, personally appeared J. KEITH SPARKS personally known to me to be the person who executed the within instrument as Chief Financial Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]



Ann M. Mann
Notary Public

My commission expires:

NOV 7, 2013

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

**One Hundred (100) 2011 Trinity 5461 c.f. Covered Hopper Railcars numbered AGPX11001 –
AGPX11100 inclusive**