

RECORDATION NO. 29871 FILED

AUG 26 '11 -4 4 4 PM

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SURFACE TRANSPORTATION BOARD

August 26, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Schedule #3 to Master Railcar
Lease Agreement dated 2/10/11

Lessor: Wells Fargo Equipment Finance, Inc. dba Midwest
Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Gavilon, LLC
11 Conagra Drive
Omaha, NE 68102

Equipment: 26, Railcars
WWLX 961011-961222, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE #3 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO MASTER RAILCAR LEASE AGREEMENT is effective as of February 10, 2011, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and GAVILON, LLC, a Delaware Limited Liability Company ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #3 dated February 10, 2011 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of February 28, 2006 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in Schedule #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 to Master Railcar Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: 

Printed Name: Julie Milbrath
Title: Assistant Vice President

GAVILON, LLC
Lessee

By: 

Printed Name: Carey Penekla
Title: VP

STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 26th day of August, 2011 before me appeared, Sylie Milbrath to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on August 26, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

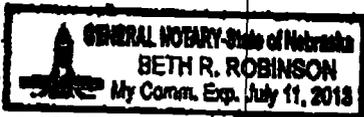


Jeanne E Samuelson
Notary Public

My commission expires: 1-31-15

STATE OF Nebraska, COUNTY OF Douglas, TO WIT:

On this 11 day of February, 2011 before me appeared, Cory Dencklau to me personally known, who being by me duly sworn, says that he is a Vice President of GAVILON, LLC, a Delaware Limited Liability Company, that said instrument was signed and sealed on February 11, 2011 on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



[Notarial Seal]

Beth R. Robinson
Notary Public

My commission expires: July 11, 2013

EXHIBIT A**DESCRIPTION OF RAILCARS**

Twenty-Six (26) Railcars with the reporting following reporting marks and numbers:

WWLX 961011
WWLX 961019
WWLX 961047
WWLX 961051
WWLX 961068
WWLX 961073
WWLX 961073
WWLX 961077
WWLX 961085
WWLX 961086
WWLX 961099
WWLX 961103
WWLX 961113
WWLX 961127
WWLX 961144
WWLX 961146
WWLX 961149
WWLX 961176
WWLX 961190
WWLX 961195
WWLX 961198
WWLX 961207
WWLX 961213
WWLX 961218
WWLX 961219
WWLX 961222