

AUG 31 '11 -10 30 AM

SURFACE TRANSPORTATION BOARD



August 22, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Section Chief:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and one copy of the Memorandum of Railcar Lease Agreement, dated April 14, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Tealinc, Ltd.  
1606 Rosebud Creek Road  
Forsyth, MT 59327

Lessee: The Western Sugar Cooperative  
7555 E. Hampden Ave, Ste. 600  
Denver, CO 80231

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

Eleven (11) open top hopper railcars with the numbers JOBX 1308 through JOBX 1318 inclusive as more particularly set forth in the schedule attached to the document.

---

1606 Rosebud Creek Road, Forsyth, MT 59327

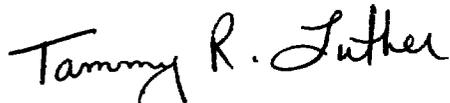
A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is our check in the amount of \$41.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped original/copy of the enclosed document to the undersigned.

Sincerely,

  
Tammy R. Luther

/tl  
Enclosures

---

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: [darell@tealinc.com](mailto:darell@tealinc.com)

**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of April 14, 2011 by and between Tealinc, Ltd ("Lessor") a Montana corporation and The Western Sugar Cooperative ("Lessee") a Colorado cooperative corporation, with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No.030111 dated March 1, 2011 and Schedule No 030111 dated March 1, 2011 by and between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 030111 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the open top hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

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

LESSOR:

Tealinc, Ltd

Signed: *Darell J. Luther*

Print Name: **Darell J. Luther**

Title: **President**

1606 Rosebud Creek Road  
Forsyth, MT 59327

Phone: 406-347-5237  
Facsimile: 406-347-5239

LESSEE:

The Western Sugar Cooperative

Signed: *Bob Bullock*

Print Name: **Bob Bullock**

Title: **VP of Supply Chain**

7555 E. Hampden Avenue  
Suite 600  
Denver, CO 80231  
Phone: 303-813-3552  
Facsimile: 303-813-4084

RECORDATION NO. 29877 FILED

AUG 31 '11 -10 30 AM

SURFACE TRANSPORTATION BOARD

**EXHIBIT A**  
**To**  
**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

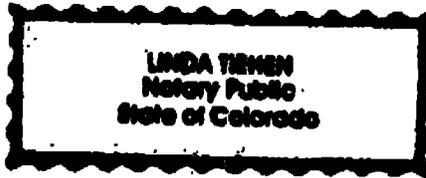
<u>Total</u> <u>Count</u>	<u>New</u> <u>Car</u> <u>Initial</u>	<u>New Car</u> <u>Number</u>
1	JOBX	1308
2	JOBX	1309
3	JOBX	1310
4	JOBX	1311
5	JOBX	1312
6	JOBX	1313
7	JOBX	1314
8	JOBX	1315
9	JOBX	1316
10	JOBX	1317
11	JOBX	1318

STATE OF Colorado )  
 ) ss.  
COUNTY OF Denver )

On this 8<sup>th</sup> day of August, 2011, before me personally appeared Bob Bullock, to me personally known, who being by me duly sworn, says that he is the VP of Supply Chain of The Western Sugar Cooperative, that the foregoing instrument was signed on behalf of said corporation for and on behalf of itself and its subsidiaries which may perform thereunder, and he acknowledged that the execution of the said instrument was his free act and deed.

Linda Tihen  
NOTARY PUBLIC

My commission expires. 7/20/2015



STATE OF Montana )  
 ) ss.  
COUNTY OF Rosebud )

On this 19<sup>th</sup> day of August, 2011, before me personally appeared Darel J. Luther, to me personally known, who being by me duly sworn, says that s/he is the President of Tealinc Ltd that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Heather Polich  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

