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March 12, 2012

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Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

RECORDATION NO. 29668-A FILED

MAR 12 '12 -2 32 PM

SURFACE TRANSPORTATION BOARD

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 an Amendment to Lease and Partial Termination of Lease, a secondary document, dated as of March 12, 2012. The primary document to which this is connected is recorded under Recordation Number 29668. We request that this document be recorded under Recordation Number 29668-A.

The names and addresses of the parties to the Amendment to Lease and Partial Termination of Lease are:

Lessor:

JPMorgan Chase Bank, N.A.  
1111 Polaris Parkway, Suite A3 (OH1-1085)  
Columbus, OH 43240

Lessee:

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

A description of the equipment covered by the Amendment to Lease and Partial Termination of Lease consists of the termination of the Lease for 100 covered hopper cars numbered AGPX 11001-11100, inclusive; and the substitution of 100 covered hopper cars numbered AGPX 12001-12100, inclusive.

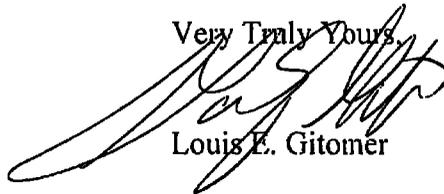
Ms. Cynthia T. Brown  
March 12, 2012  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: an Amendment to Lease and Partial Termination of Lease between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Suite A3 (OH11-1085), Columbus, OH 43240, and AG Processing Inc. a Cooperative, 12700 West Dodge Road, Omaha, NE 68103, covering for the termination of the Lease for 100 covered hopper cars numbered AGPX 11001-11100, inclusive; and the substitution of 100 covered hopper cars numbered AGPX 12001-12100, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name below.

Louis E. Gitomer

Enclosure

MAR 12 '12 -2 32 PM

SURFACE TRANSPORTATION BOARD

## AMENDMENT TO LEASE AND PARTIAL TERMINATION OF LEASE

THIS AMENDMENT TO LEASE AND PARTIAL TERMINATION OF LEASE is made as of March 12, 2012 by JPMorgan Chase Bank, N.A., successor by merger to Chase Equipment Finance, Inc. ("Chase"), as lessor, and AG Processing Inc a Cooperative ("AGP"), as lessee.

## WITNESSETH:

WHEREAS, Chase and AGP are parties to that certain Master Lease Agreement dated as of February 15, 2011 (the "Lease") and that certain Memorandum of Lease Agreement dated as of February 15, 2011 (the "Memorandum"), which has been recorded with the Surface Transportation Board (the "Board") on March 2, 2011 under Recordation Number 29668; and

WHEREAS, the parties have agreed to substitute 100 covered hopper cars numbered AGPX 12001-12100, inclusive, under the Lease and Memorandum and terminate the Lease and Memorandum with respect to 100 covered hopper cars numbered AGPX 11001-11100, inclusive.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially substitute 100 covered hopper cars numbered AGPX 12001-12100, inclusive, under the Lease and Memorandum and terminate the Lease and Memorandum with respect to 100 covered hopper cars numbered AGPX 11001-11100, inclusive, in the files of the Board, Chase and AGP hereby substitute 100 covered hopper cars numbered AGPX 12001-12100, inclusive, under the Lease and Memorandum and terminate the Lease and Memorandum with respect to 100 covered hopper cars numbered AGPX 11001-11100, inclusive, as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Lease and Partial Termination of Lease to be duly executed as of the date hereinabove first written.

JPMorgan Chase Bank, N.A.

By: Charles Decker  
Title: Authorized Officer

AG Processing Inc a Cooperative

By: [Signature]  
Title: SVP Transportation

[Signature]

STATE OF OHIO )  
 )  
COUNTY OF DELAWARE )

On this 12<sup>th</sup> day of March, 2012, before me personally appeared Cherie Oliveto, to me personally known, who being duly sworn, says that he/she is an officer of JPMorgan Chase Bank, N.A., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



MARY T. SHORT  
Notary Public, State of Ohio  
My Comm. Expires June 24, 2015  
My Commission expires:

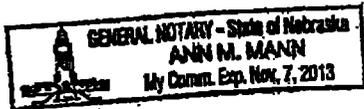
Mary T. Short  
Notary Public

June 24, 2015

STATE OF NEBRASKA )  
 DOUGLAS )  
COUNTY OF ~~OMAHA~~ )

On this 12<sup>th</sup> day of March, 2012, before me personally appeared GREG TWIST, to me personally known, who being duly sworn, says that he/she is an officer of AG Processing Inc a Cooperative, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]



Ann M. Mann  
Notary Public

My Commission expires:

Nov. 7, 2013