

MAR 14 '12 -2 10 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

March 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated February 27, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27579.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Midwest Agri-Commodities Company
524 Center Avenue
Moorhead, MN 56560

A description of the railroad equipment covered by the enclosed document is for fifteen (15) tank cars having FURX marks (see Exhibit A for specific car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(MIAG003)

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ASSGN. NO.: MIAG003

MEMORANDUM OF LEASE

STATE TRANSPORTATION BOARD

27th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of February, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Midwest Agri-Commodities Company a North Dakota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 1, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 17, 2010, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Janice L. Enclva
Name: Janice L. Enclva
Title: Manager of Procurement

By: [Signature]
Name: JOHN J. THOMAS
Title: PRESIDENT

Executed on this 27th day of February, 2012

[CORPORATE SEAL]

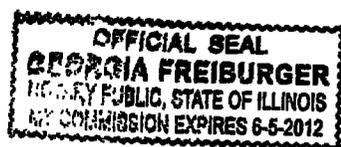
STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of February, 2012.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

MIDWEST AGRI-COMMODITIES COMPANY

ATTEST:

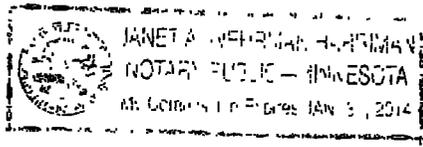
By: *Lee Glass*
Name: Lee Glass
Title: Director of Transportation

By: _____
Name: _____
Title: _____

Executed on this 14 day of Feb, 2012.

[CORPORATE SEAL]

STATE OF Minnesota
COUNTY OF Clay



I, Janet Harriman, a Notary Public of the County and State aforesaid, certify that Lee Glass personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14 day of February, 2012.

Janet A. Harriman
Notary Public

My Commission Expires:
2014
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: Tank cars.

CAR NUMBERS:

FURX	117515
FURX	117520
FURX	117523
FURX	117524
FURX	117526
FURX	117529
FURX	117530
FURX	117532
FURX	117533
FURX	117534
FURX	117545
FURX	117557
FURX	117559
FURX	117561
FURX	117567