

RECORDATION NO 30319-A FILED
August 02, 2012 10:15 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

August 2, 2012

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated July 30, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Security Agreement being filed with the Board under Recordation Number 30319.

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

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Lessee: ABE South Dakota, LLC (f/k/a Heartland
Grain Fuels, L.P.)
8000 Norman Center Drive, Ste. 610
Minneapolis, MN 55437

Chief
Section of Administration
August 2, 2012
Page 2

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

130 covered hopper railcars: TILX 641391, TILX 641410, TILX 641420, TILX 641436, TILX 642055, TILX 642092, TILX 642095, TILX 642102, TILX 642107, TILX 642112 and TILX 649109 through TILX 649228, inclusive .

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

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 30319-A FILED
August 02, 2012 10:15 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE
As of July 30, 2012

THIS MEMORANDUM OF LEASE is intended to evidence the Railroad Car Lease Agreement dated October 25, 2007 (as amended, the "Master Lease") and Riders One (1) and Two (2) thereto dated May 1, 2011 (as amended, the "Schedules" and, together with the Master Lease, the "Lease"), by TRINITY INDUSTRIES LEASING COMPANY ("Lessor") to ABE SOUTH DAKOTA, LLC (f/k/a Heartland Grain Fuels, L.P.) ("Lessee") of the following railcars:

One hundred and thirty (130) 6,351 cubic foot capacity covered hopper cars marked and numbered TILX 641391, 641410, 641420, 641436, 642055, 642092, 642095, 642102, 642107, 642112 and 649109-649228, inclusive (the "Cars").

This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum of Lease to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

LESSOR:
TRINITY INDUSTRIES LEASING COMPANY

By: Thomas C. Jardine
Title: Vice President
Dated: July 30, 2012

I, Thomas C. Jardine certify that I am the Vice President of Trinity Industries Leasing Company, that this Memorandum of Lease was signed on behalf of the Lessor with due authorization and that the execution of this instrument was the free act and deed of the Lessor. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 30, 2012.

Signature Thomas C. Jardine

LESSEE:
ABE SOUTH DAKOTA, LLC

By: [Signature]
Title: CEO
Dated: 7/31/12

I, Richard Peterson certify that I am the President & CEO of ABE South Dakota, LLC, that this Memorandum of Lease was signed on behalf of the Lessee with due authorization and that the execution of this instrument was the free act and deed of the Lessee. I further certify under penalty of perjury that the foregoing is true and correct.

Executed on July 31, 2012.

Signature [Signature]
Memorandum of Lease (TILX Cars)

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/2/12

Edward M Luria
Edward M. Luria