

RECORDATION NO 30319-C FILED  
August 02, 2012 02:55 PM  
SURFACE TRANSPORTATION BOARD

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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 Sublease (GATX Cars), dated July 31, 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: Gavilon, LLC  
11 ConAgra Drive  
Omaha, Nebraska 68102

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

Chief  
Section of Administration  
August 2, 2012  
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A description of the railroad equipment covered by the enclosed document is:

298 railcars: GATX 205930 - GATX 206229 (excluding GATX 206118 and GATX 206133).

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

Memorandum of Sublease (GATX Cars).

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

MEMORANDUM OF SUBLEASE (GATX CARS)  
As of July 31, 2012

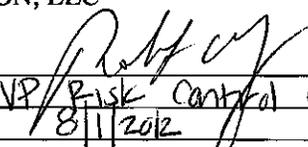
THIS MEMORANDUM OF SUBLEASE (GATX CARS) is intended to evidence the Rail Car Sublease Agreement dated as of May 4, 2012 (as amended by the Amendment No. 1 to Rail Car Sublease Agreement dated July 31, 2012, and as further amended, the "Sublease"), by GAVILON, LLC ("Sublessor") to ABE SOUTH DAKOTA, LLC ("Sublessee") consisting of the following railcars which were leased to Sublessor by GATX Corporation in Riders 5, 6 and 7 of a Car Service Contract dated September 1, 2008, as amended:

Two hundred ninety-eight (298) railcars marked and numbered GATX 205930 through GATX 206229, but excluding railcars marked and numbered GATX 206118 and GATX 206133 (the "Cars").

This Memorandum of Sublease 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, Sublessor and Sublessee have caused this Memorandum of Sublease 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:  
GAVILON, LLC

By:   
Title: VP/Risk Control Officer  
Dated: 8/1/2012

I, Kathryn F. Murphy certify that I am the Secretary of Gavilon, LLC, that this Memorandum of Sublease was signed on behalf of the Sublessor with due authorization and that the execution of this instrument was the free act and deed of the Sublessor. 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 31, 2012.

Signature 

LESSEE:  
ABE SOUTH DAKOTA, LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

I, \_\_\_\_\_ certify that I am the \_\_\_\_\_ of ABE South Dakota, LLC, that this Memorandum of Sublease was signed on behalf of the Sublessee with due authorization and that the execution of this instrument was the free act and deed of the Sublessee. I further certify under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_, 2012.

Signature \_\_\_\_\_

MEMORANDUM OF SUBLEASE (GATX CARS)  
As of July 31, 2012

THIS MEMORANDUM OF SUBLEASE (GATX CARS) is intended to evidence the Rail Car Sublease Agreement dated as of May 4, 2012 (as amended by the Amendment No. 1 to Rail Car Sublease Agreement dated July 31, 2012, and as further amended, the "Sublease"), by GAVILON, LLC ("Sublessor") to ABE SOUTH DAKOTA, LLC ("Sublessee") consisting of the following railcars which were leased to Sublessor by GATX Corporation in Riders 5, 6 and 7 of a Car Service Contract dated September 1, 2008, as amended:

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IN WITNESS WHEREOF, Sublessor and Sublessee have caused this Memorandum of Sublease 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:  
GAVILON, LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

I, \_\_\_\_\_ certify that I am the \_\_\_\_\_ of Gavilon, LLC, that this Memorandum of Sublease was signed on behalf of the Sublessor with due authorization and that the execution of this instrument was the free act and deed of the Sublessor. 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 31, 2012. Signature \_\_\_\_\_

LESSEE:  
ABE SOUTH DAKOTA, LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

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

Executed on July 31, 2012. Signature \_\_\_\_\_

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