

RECORDATION NO 30404

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September 27, 2012 05:00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

September 27, 2012

Chief of the 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 Agreement, dated as of September 27, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Rail Leasing VI LLC (as assignee of  
Trinity Industries Leasing Company)  
2525 Stemmons Freeway  
Dallas, TX 75207

[Lessee: Poet Nutrition, Inc. (as assignee of Broin  
Enterprises, Inc.)  
4506 N. Lewis Avenue  
Sioux Falls, SD 57104]

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

190 covered hopper railcars: TILX 638283 – TILX - 638472.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to the left of the name.

✓ Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement made and entered into on September 27, 2012 by Trinity Rail Leasing VI LLC, a Delaware limited liability company (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:

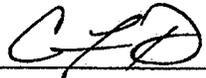
Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Poet Nutrition, Inc. (as assignee of Broin Enterprises, Inc.), (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated July 11, 2002, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Fourteen (14) to Railroad Car Lease Agreement, effective June 19, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY RAIL LEASING VI LLC

By:   
Name: C. Lance Davis  
Title: Vice President

Executed on this 27<sup>th</sup> day of September, 2012

[Memorandum of Lease Agreement]

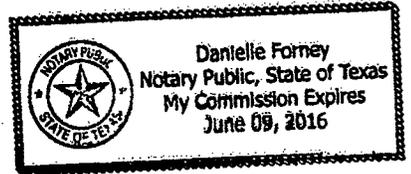
STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 27<sup>th</sup> day of September 2012, before a Notary Public in and for said County and State, personally appeared C. Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Rail Leasing VI LLC, that said instrument was signed on September 27, 2012 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Danielle Forney  
Name Danielle Forney  
Notary Public

My Commission Expires:  
Residing in 6/9/16



**EXHIBIT A**

**Equipment:** 6,351 cubic foot covered hopper cars  
**Quantity:** One Hundred Ninety (190)  
**Road Numbers:** TILX 638283 through 638472 (inclusive)

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: 9/27/12

Edward M Luria  
Edward M. Luria