

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
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www.firstunionrail.com

VIA UPS NEXT DAY AIR

February 7, 2013

RECORDATION NO. 29510-B FILED

FEB 08 '13 -1 56 PM

SURFACE TRANSPORTATION BOARD

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 one (1) original and two (2) copies of a Memorandum of Lease Agreement dated December 10, 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 Recordation Number 29510.

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

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

Lessee: The Western Sugar Cooperative
7555 E. Hampden Ave., #600
Denver, CO 80231

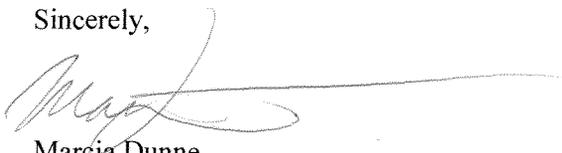
A description of the railroad equipment covered by the enclosed document is for forty-four (44) tank cars having AESX, AMPX, FURX, NATX and NDYX marks. Cars marked AESX, AMPX and NATX will be remarked to NDYX (see Exhibit A for car numbers).

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

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

Enclosures

(WESU005)

ASSGN. NO.: WESU005

FEB 08 '13 -1 56 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of December, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Western Sugar Cooperative ("Lessee"), a Colorado corporation.

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2012, 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

By:

Name:

Title:

John J. Thomas
JOHN J. THOMAS
PRESIDENT

ATTEST:

By:

Name:

Title:

Georgia Freiberger
GEORGIA FREIBURGER
MGR. OF DOCUMENTATION

Executed on this 10th day of December, 2012.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas 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 10th day of December, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)

LESSEE:

THE WESTERN SUGAR COOPERATIVE

ATTEST:

By: Scott R. Danitz
Name: **Scott R. Danitz**
Title: **VP Finance & CFO**

By: _____
Name: _____
Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Colorado
COUNTY OF Denver

I, Linda Tiehen, a Notary Public of the County and State aforesaid, certify that Scott R. Danitz 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 15th day of November, 2012.

Linda Tiehen
Notary Public

Commission Expires:

7/20/2015
(Notary Public)

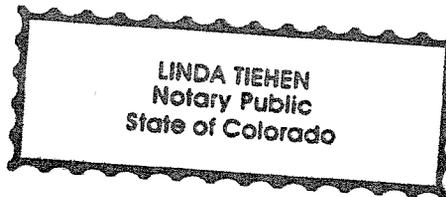


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-four (44)

DESCRIPTION OF CARS: Tank Cars.

CAR NUMBERS:

AESX, AMPX, NATX-marked cars below to be remarked to
NDYX per conversion list:

<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW</u> <u>CARINIT</u>	<u>NEW</u> <u>CARNUM</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW</u> <u>CARINIT</u>	<u>NEW</u> <u>CARNUM</u>
AESX	008744	NDYX	117502	NATX	016647	NDYX	117600
AESX	008764	NDYX	117503	NATX	016653	NDYX	117601
AESX	008815	NDYX	117505	NATX	016656	NDYX	117602
AESX	008833	NDYX	117509	NATX	016663	NDYX	117604
AESX	008867	NDYX	117510	NATX	016664	NDYX	117605
AESX	008889	NDYX	117511	NATX	016902	NDYX	117606
AESX	008967	NDYX	117569	NATX	016904	NDYX	117607
AMPX	017577	NDYX	117527	NATX	016926	NDYX	117514
FURX	117516			NATX	017020	NDYX	117539
FURX	117537			NATX	017045	NDYX	117554
FURX	117538			NATX	017047	NDYX	117556
FURX	117540			NATX	017221	NDYX	117608
FURX	117541			NDYX	117544		
FURX	117542			NDYX	117546		
FURX	117543			NDYX	117547		
FURX	117550			NDYX	117548		
FURX	117553			NDYX	117549		
FURX	117568			NDYX	117551		
FURX	117570			NDYX	117552		
FURX	117594			NDYX	117555		
NATX	016637	NDYX	117596	NDYX	117595		
NATX	016639	NDYX	117597				
NATX	016640	NDYX	117598	Count:		44	