

RECORDATION NO. 30729 FEB

MAY 21 13 -4 10 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

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

Tel 847 318.7575  
Fax 847.318 7588  
www.firstunionrail.com

May 17, 2013

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re Documents for Rail Recordation

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 May 7, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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 Monsanto Company  
800 N Lindbergh Blvd  
St Louis, MO 63167

A description of the railroad equipment covered by the enclosed document is for one (1) tank car marked NATX 072113.

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

Enclosure



MAY 21 '13 -4 10 PM

ASSGN. NO.: MOCO003

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7<sup>th</sup> day of May, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina Corporation, and Monsanto Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 5, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

ATTEST

By: Georgia Freiburger

Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION

Executed on this 7<sup>th</sup> day of May, 2013

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

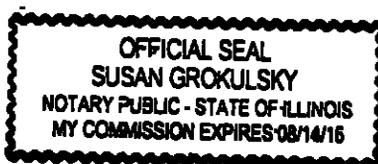
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of May, 2013.

Susan Grokulskey  
Notary Public

My Commission Expires.

8-14-16  
(Notary Public)



LESSEE:

MONSANTO COMPANY

ATTEST:

By: *Lawrence Collins*

Name: LAWRENCE COLLINS

Title: PLANT Sourcing Lead - Procurement

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 18 day of April, 2013

[CORPORATE SEAL]



CHRISTINE A. KUROWSKI  
My Commission Expires  
November 21, 2014  
St. Louis County  
Commission #10971653

STATE OF Missouri

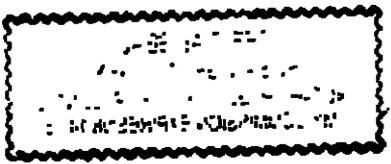
COUNTY OF St. Louis

I, Christine A. Kurowski, a Notary Public of the County and State aforesaid, certify that Larry Collins 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 18 day of April, 2013.

*Christine A. Kurowski*  
Notary Public

Commission Expires:  
11/21/2014  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** One (1)

**DESCRIPTION OF CARS:** Tank Car

**CAR NUMBERS.** NATX 072113.