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September 30, 2013

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Lease and Partial Termination of Lease, a secondary document, dated as of August 27, 2013. The primary document to which this is connected is recorded under Recordation Number 29668. We request that this document be recorded under Recordation Number 29668-B.

The names and addresses of the parties to the Amendment to Lease and Partial Termination of Lease are:

Lessor:

JPMorgan Chase Bank, N.A.
1111 Polaris Parkway, Suite A3 (OH1-1085)
Columbus, OH 43240

Lessee:

Ag Processing Inc a cooperative
12700 West Dodge Road
Omaha, NE 68103

A description of the equipment covered by the Amendment to Lease and Partial Termination of Lease consists of the termination of the Lease for one (1) covered hopper car

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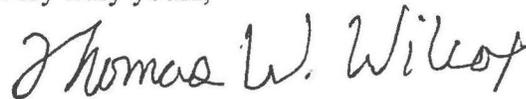
numbered AGPX 12099 and the substitution of one (1) covered hopper car numbered AGPX 13001.

A fee of \$44.00 is enclosed. Please return one copy to:

Thomas W. Wilcox, Esq.
GKG Law, P.C.
Canal Square
1054 Thirty-First Street, NW
Washington, DC 20007-4492
twilcox@gkglaw.com

A short summary of the document to appear in the index follows: an Amendment to Lease and Partial Termination of Lease between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and Ag Processing Inc a cooperative, 12700 West Dodge Road, Omaha, NE 68103, covering for the termination of the lease for one (1) covered hopper car numbered AGPX 12099, and the substitution of one (1) covered hopper car numbered AGPX 13001.

Very truly yours,



Thomas W. Wilcox

Enclosures

AMENDMENT TO LEASE AND PARTIAL TERMINATION OF LEASE

THIS AMENDMENT TO LEASE AND PARTIAL TERMINATION OF LEASE is made as of August 27, 2013 by JPMorgan Chase Bank, N.A., successor by merger to Chase Equipment Finance, Inc. ("Chase"), as lessor and Ag Processing Inc a cooperative ("AGP"), as lessee.

WITNESSETH:

WHEREAS, Chase and AGP are parties to that certain Lease Schedule No. 1000136275 to the Master Lease Agreement dated as of February 15, 2011, (the "Lease") and that certain Memorandum of Lease Agreement dated as of February 15, 2011, (the "Memorandum"), which has been recorded with the Surface Transportation Board (the "Board") on March 2, 2011 under recordation number 29668; and

WHEREAS, the parties have agreed to substitute one (1) covered hopper car numbered AGPX13001 under the Lease and Memorandum and terminate the Lease and Memorandum with respect to one (1) covered hopper car numbered AGPX12099.

NOW, THEREFORE, inconsideration of the promises and covenants in the documents set forth by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially substitute one (1) covered hopper car numbered AGPX13001, under the Lease and Memorandum and terminate the Lease and Memorandum with respect to one (1) covered hopped car numbered AGPX12099, in the files of the Board. Chase and AGP hereby substitute one (1) covered hopper car numbered AGPX13001, under the Lease and Memorandum and terminate the Lease and Memorandum with respect to one (1) covered hopped car numbered AGPX12099 as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

IN WITNESS WHEREOF, the parties hereto have caused the Amendment to Lease and Partial Termination of the Lease to be duly executed as of the date hereinabove first written.

JPMorgan Chase Bank, N.A.

By: Chen & O'Keefe
Title: Authorized Officer

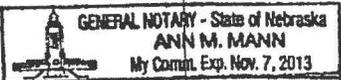
Ag Processing Inc a cooperative

By: Scott Simmelink
Title: Scott Simmelink, CFO Group Vice President
Finance

State of NEBRASKA

County of DOUGLAS

On this 30th day of SEPTEMBER, 2013, before me, personally appeared Scott Simmelink, to me to me personally known, who being by me duly sworn, says that he is the CFO Group Vice President of AG Processing Inc a Cooperative, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL) 

Signature of Notary Public Ann M. Mann

My Commission expires NOV. 7, 2013

State of Ohio

County of Franklin

On this 30th day of Sept, 2013, before me, personally appeared Cherie L Olive to me to me personally known, who being by me duly sworn, says that he is an officer of JP Morgan Chase Bank, N.A., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Signature of Notary Public Laura A Noble

My Commission expires 10-24-16

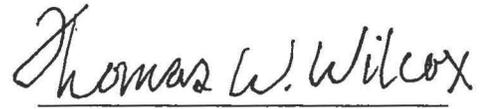


Laura A. Noble
Notary Public, State of Ohio
My Commission Expires 10-24-2016

CERTIFICATION

I, Thomas W. Wilcox, an attorney licensed to practice in the District of Columbia, 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: September 30, 2013

A handwritten signature in cursive script that reads "Thomas W. Wilcox". The signature is written in black ink and is positioned above a horizontal line.

Thomas W. Wilcox