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November 29, 2016

**RECORDATION NO. 32409**  
**FILED NOVEMBER 29, 2016 12:07 PM**  
**SURFACE TRANSPORTATION BOARD**

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Lease Agreement, a primary document dated as of November 23, 2016. We request that this document be given the next Recordation No.

The names and addresses of the parties to the Memorandum of Lease Agreement are as follows:

Lessor:

JPMorgan Chase Bank, N.A.  
1111 Polaris Parkway  
Columbus, OH 43240

Lessee:

AG Processing Inc.  
12700 West Dodge Road  
Omaha, NE 68154

A description of the equipment covered by the Memorandum of Lease Agreement consists of 25 covered hopper cars numbered AGPX 16396-16420, inclusive.

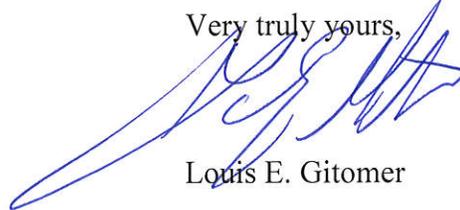
A fee of \$45.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

Ms. Cynthia T. Brown  
November 29, 2016  
Page 2

A short summary of the document to appear in the index as follows: a Memorandum of Lease Agreement dated as of February 22, 2016, between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Columbus, OH 43240, and AG Processing Inc., 12700 West Dodge Road, Omaha, NE 68154, covering 25 covered hopper cars numbered AGPX 16396-16420, inclusive.

Very truly yours,



Louis E. Gitomer

Enclosure

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of November 23, 2016

between

JPMORGAN CHASE BANK, N.A.,  
as Lessor,

and

AG PROCESSING INC A COOPERATIVE,  
as Lessee,

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 23, 2016, by and between JPMORGAN CHASE BANK, N.A. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and AG PROCESSING INC A COOPERATIVE ("Lessee"), 12700 W. DODGE RD, P.O. BOX 2047, OMAHA, NE 68154, with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

**JPMORGAN CHASE BANK, N.A.**  
(Lessor)

By: 

Title: Authorized Officer

**AG PROCESSING INC A COOPERATIVE**  
(Lessee)

By: 

Title: Scott Simmelink, Chief Financial Officer - Group Vice President  
Finance

  
LEGAL REVIEW

[STATE OF OHIO )  
 ) ss.  
COUNTY OF DELAWARE )

On this 23rd day of November 2016, before me, Verla-Dawne K Campbell, the undersigned Notary Public, personally appeared Trina Cunningham personally known to me to be the person who executed the within instrument as Authorized Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Verla-Dawne K Campbell  
Notary Public

My commission expires:

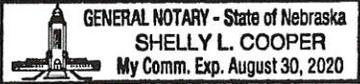
Sept. 7 . 2019



Verla-Dawne K Campbell  
Notary Public, State of Ohio  
My Commission Expires 09-07-2019

[STATE OF ~~OHIO~~ Nebraska )  
 ) ss.  
COUNTY OF ~~DELAWARE~~ Douglas )

On this 23 day of November 2016, before me, Shelly L. Cooper the undersigned Notary Public, personally appeared Scott Simmelink personally known to me to be the person who executed the within instrument as Chief Financial Officer - Group VP Finance on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal] 

Shelly L. Cooper  
Notary Public

My commission expires:  
August 30, 2020

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Twenty Five (25) new Trinity 5461 c.f. Covered Hopper Railcars numbered AGPX16396-16420, inclusive