

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2205

September 20, 2016

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 July 18, 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 395 covered hopper cars numbered AGPX 16001-16395, inclusive.

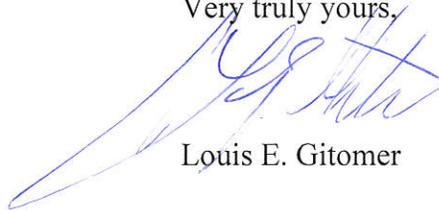
A fee of \$45.00 is enclosed. Please return a copy by email to:

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

Ms. Cynthia T. Brown
September 20, 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 395 covered hopper cars numbered AGPX 16001-16395, inclusive.

Very truly yours,

A handwritten signature in blue ink, appearing to read "L. Gitomer", is written over the typed name. The signature is fluid and cursive, with a long horizontal stroke extending to the left.

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of July 18, 2016.

between

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

and

AG PROCESSING INC A COOPERATIVE,
as Lessee,

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 18, 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 WEST DODGE ROAD, 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.

By: 
Name: Trina Cunningham
Title: Authorized Officer

AG PROCESSING INC A COOPERATIVE

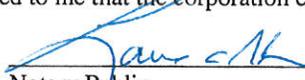
By: 
Name: Scott Simmelink
Title: Group Vice President - Chief Financial Officer


LEGAL REVIEW

STATE OF OHIO)
) ss.
COUNTY OF DELAWARE)

On this 17th day of August 2016, before me, Laura A Noble 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]



Notary Public

My commission expires:

10-24, 16

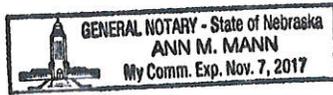


Laura A. Noble
Notary Public, State of Ohio
My Commission Expires 10-24-2016

STATE OF Nebraska)
) ss.
CITY OF Omaha)

On this 18th day of JULY 2016, before me, Ann M Mann, the undersigned Notary Public, personally appeared Scott Summerline personally known to me to be the person who executed the within instrument as VP - CFO on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]



Ann M. Mann
Notary Public

My commission expires:

November 7 2017

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Three Hundred Ninety Five (395) new Trinity 5461 c.f. Covered Hopper Railcars numbered
AGPX16001 – AGPX16395 inclusive