

DEC 16 '09

9-32 AM

SURFACE TRANSPORTATION BOARD

**FIRST UNION RAIL**

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

December 11, 2009

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 November 25, 2009, 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 primary Recordation Number 25641.

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: Ace Ethanol, LLC  
815 W. Maple Street  
Stanley, WI 54768

A description of the railroad equipment covered by the enclosed document is for nine (9) 4650/4750 cu. ft. capacity covered hopper cars having FURX and NDYX marks (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 \$41.00 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,

A handwritten signature in black ink, appearing to read "Marcia Dunne", written over a horizontal line.

Marcia Dunne  
Senior Documentation Specialist

Enclosures

(ACET008)

ASSGN. NO.: ACET008

DEC 16 '09

9-32 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25 day of November, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ace Ethanol, LLC ("Lessee"), a Wisconsin corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 2, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 3, 2009, 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: Susan Grakulsky  
Name: SUSAN GRAKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 25<sup>th</sup> day of November, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 25<sup>th</sup> day of November, 2009

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



LESSEE:

ACE ETHANOL, LLC

ATTEST:

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

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

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

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

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

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

Executed on this 13<sup>th</sup> day of November, 2009.

[CORPORATE SEAL]

STATE OF Wisconsin

COUNTY OF Chippewa

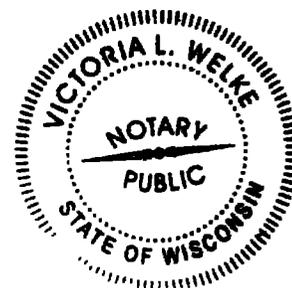
I, Victoria L Welke, a Notary Public of the County and State aforesaid, certify that Neal Kemmet personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of November, 2009.

Victoria L Welke  
Notary Public

Commission Expires:

5/29/11  
(Notary Public)



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

NUMBER OF CARS:           Nine (9)

DESCRIPTION OF CARS:   4650/4750 cubic foot capacity covered hopper cars, equipped with gravity gates and trough hatches.

CAR NUMBERS:

FURX	816722
FURX	816726
FURX	818452
FURX	828440
NDYX	822284
NDYX	827679
NDYX	827691
NDYX	829544
NDYX	830699