

NOV 03 '09

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FIRST UNION RAIL

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

Tel. 847.318.7575
Fax. 847.318.7588

SURFACE TRANSPORTATION BOARD



October 30, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 13, 2009, 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 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Gavilon, LLC
11 Conagra Drive
Suite 5023
Omaha, NE 68102

A description of the railroad equipment covered by the enclosed document is for twenty five (25) 4650 - 4750 cu. ft. (or greater) capacity covered hopper cars; having 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,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosure
(GALL001)

ASSGN. NO.: GALL001

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of October, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GAVILON, LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 18, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2008 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

ATTEST:

By: Richard F. Seymour

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

By: Janice L. Endler

Name: Janice L. Endler

Title: Manager of Documentation

Executed on this 13th day of OCTOBER, 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 13th day of October, 2009.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

GAVILON, LLC

ATTEST:

By: [Signature]

Name: Bryan Gustafson

Title: Director, RWT Trans

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF Douglas

I, Ruby Stroh, a Notary Public of the County and State aforesaid, certify that Bryan Gustafson 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 30th day of September, 2009.

[Signature]
Notary Public

Commission Expires:

April 1, 2012
(Notary Public)

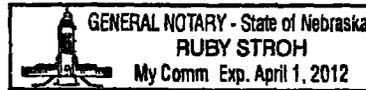


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4650 - 4750 cu. ft. or greater covered hopper cars, loading to 268,000 lbs.

CAR NUMBERS:

NDYX	818806
NDYX	821589
NDYX	821684
NDYX	821702
NDYX	822118
NDYX	823634
NDYX	824346
NDYX	824473
NDYX	826670
NDYX	826895
NDYX	827560
NDYX	827564
NDYX	827602
NDYX	827714
NDYX	827848
NDYX	830377
NDYX	830582
NDYX	830589
NDYX	832012
NDYX	832325
NDYX	832424
NDYX	832425
NDYX	832433
NDYX	832673
NDYX	832976