

RECORDATION NO 28073-B FILED

NOV 03 '09

3-54 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2ND DAY AIR

FIRST UNION RAIL

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

Tel. 847.318.7575
Fax. 847.318.7588



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 secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
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 sixteen (16) 4700 cu. ft. 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(GALL003)

ASSGN. NO.: GALL003

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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 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 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

By: Richard F. Seymour

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

ATTEST:

By: Janice L. Enolun
Name: Janice L. Enolun
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.

Georgia Freiburger
Notary Public

My Commission Expires:
6-2009
(Notary Public)



LESSEE:

GAVILON, LLC

ATTEST:

By: Bryan Gustafson

Name: Bryan Gustafson

Title: Director, P&A TRAKS

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, 2011.

Ruby Stroh
Notary Public

Commission Expires:

APRIL 1, 2012
(Notary Public)

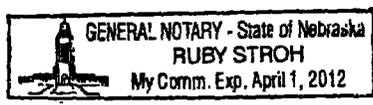


EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Sixteen (16)

- II. DESCRIPTION OF CARS: Covered hopper cars, loading to 263,000 lbs. capacity or greater, 4700 cu. ft. equipped with vibrator brackets

V. CAR NUMBERS:

FURX	818222	NDYX	819025
FURX	818722	NDYX	819030
FURX	818740	NDYX	819053
NDYX	818936	NDYX	819129
NDYX	818942	NDYX	819132
NDYX	818947	NDYX	819137
NDYX	818948	NDYX	819141
NDYX	818952		
NDYX	818970		