



**EQUIPMENT FINANCE**

November 19, 2009

Ms. Anne Quinlan  
Surface Transportation Board  
Acting Secretary  
395 E Street, SW  
Washington, DC 20024



Dear Ms. Quinlan:

Enclosed are an original and one copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the US Code.

This document is a Memorandum of Lease, dated November 19, 2009.

The names and addresses of the parties to the document are as follows:

Lessor: M&I Equipment Finance Company  
250 East Wisconsin Avenue  
Milwaukee, WI 53202

Lessee: Mor-Agra Grain Handling, Inc.  
102 N. State Street  
Poplar Grove, IL 61065

A description of the equipment covered by the document is as follows:

Fifty (50) 4,750 cubic foot covered hopper cars build by Pullman in 1975 more particularly described on Exhibit A attached hereto.

A fee of \$41.00 is enclosed. Please return the filed original copy of the Memorandum to:

Julie Griffin  
M&I Equipment Finance Company  
250 East Wisconsin Ave  
Milwaukee, WI 53202

A short summary of the document to appear in the index is as follows:

Memorandum of Lease between M&I Equipment Finance Company, as Lessor, and, Mor-Agra Grain Handling, Inc., as Lessee, dated November 19, 2009, and covering Fifty (50) 4,750 cubic foot covered hopper cars build by Pullman in 1975.

Sincerely,

M&I Equipment Finance Company

A handwritten signature in black ink, appearing to read "Julie Griffin" with a stylized flourish at the end.

Julie Griffin  
Vice President

Enc.

RECORDATION NO. 28081 FILED

NOV 20 '09

11-45 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE, entered into this 17th day of November, 2009, is intended to evidence the Lease Schedule dated as of November 17, 2009 (the "Lease") between M&I Equipment Finance Company (the "Lessor") and Mor-Agra Grain Handling, Inc., an Illinois corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 U.S.C. 11301. Lessor has the right to lease the railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all of the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

LESSEE:

M&I EQUIPMENT FINANCE COMPANY

MOR-AGRA GRAIN HANDLING, INC.

By: Julie Griffin  
Title: VP  
Date: 11/18/09

By: Patrick Morris  
Title: President  
Date: 11-18-09

STATE OF WISCONSIN )  
 ) ss.  
COUNTY OF MILWAUKEE )

The foregoing instrument was acknowledged before me this 18th day of November, 2009, by Julie Griffin, the Vice President of M&I Equipment Finance Company.

Dorothy Krutzger  
Notary Public, State of Wisconsin

STATE OF Illinois,  
COUNTY OF Boone )  
 ) ss:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of November, 2009, by PATRICK MORRIS, the PRESIDENT of Mor-Agra Grain Handling, Inc., an Illinois corporation.

Mari H Ward  
Notary Public, State of Illinois



**EXHIBIT A**

To the Memorandum of Lease, dated November 17, 2009, between M&I Equipment Finance Company and Mor-Agra Grain Handling, Inc.

**DESCRIPTION OF UNITS**

Fifty (50) 4,750 cubic foot covered hopper cars built by Pullman in 1975.

**Previous Marks**

CNW753683	CNW753641
CNW753 626	CNW753527
CNW753 623	CNW753583
CNW753 562	CNW753652
CNW753 650	CNW753620
CNW753 541	CNW753593
CNW753 602	CNW753598
CNW753 517	CNW753681
CNW753 660	CNW753572
CNW753 613	CNW753590
CNW753 605	CNW753649
CNW753 581	CNW753546
CNW753 648	CNW753567
CNW753 578	CNW753654
CNW753 514	CNW753563
CNW753 647	CNW753610
CNW753 661	CNW753568
CNW753 551	CNW753643
CNW753 573	CNW753570
CNW753 501	CNW753607
CNW753 530	CNW753603
CNW753 651	CNW753524
CNW753 509	CNW753566
CNW753 639	CNW753564
CNW753 627	CNW753575