

RECORDATION NO. 27276 FILED

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SURFACE TRANSPORTATION BOARD
OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 18, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 17, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	General Electric Railcar Services Corporation 161 North Clark Street, 7 th Floor Chicago, IL 60601
[Lessee:	Pendleton Flour Mills, LLC PO Box 400 Pendleton, OR 97801]

Mr. Vernon A. Williams
December 18, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

19 railcars within the series NAHX 550143 - NAHX 553048 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

[Memorandum of Lease Agreement]

**EXHIBIT A
CAR LIST**

Unit Count	AAR <u>Reporting Mark</u>	
1	NAHX	550143
2	NAHX	550154
3	NAHX	550189
4	NAHX	550190
5	NAHX	550192
6	NAHX	550194
7	NAHX	550198
8	NAHX	550202
9	NAHX	550512
10	NAHX	550539
11	NAHX	550603
12	NAHX	550868
13	NAHX	550874
14	NAHX	551069
15	NAHX	551276
16	NAHX	551582
17	NAHX	551588
18	NAHX	553047
19	NAHX	553048

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/18/07



Robert W. Alvord