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April 22, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 23927-A FILED
APR 24 '02 11:47 AM
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 2, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **PENDLETON FLOUR MILLS, LLC**
501 S. E. Emigrant, P.O. Box 400, Pendleton, OR 97801

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee; **PENDLETON FLOUR MILLS, LLC**, covering 20 coal hoppers with reporting marks and numbers – CEFX 75248 – CEFX 75624, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23927 dated 4/4/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of January, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and PENDLETON FLOUR MILLS, LLC an Oregon Limited Liability company, with an address at 501 S.E. Emigrant, P.O. Box 400, Pendleton, OR 97801 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 5, 2001 covering covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 4, 2002 and given Recordation Number 23927.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by its authorized officer or other employee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by its authorized officer or other employee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PENDLETON FLOUR MILLS, LLC

By: Mike McDaniel
Name: Mike McDaniel
Title: Director Sales & Marketing

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SCHEDULE A

Quantity
20

Equipment Description
5,230 c.f.p.d. covered hoppers

<u>Car Marks and Numbers</u>		
1	CEFX	75248
2	CEFX	75279
3	CEFX	75319
4	CEFX	75320
5	CEFX	75600
6	CEFX	75602
7	CEFX	75605
8	CEFX	75607
9	CEFX	75611
10	CEFX	75612
11	CEFX	75613
12	CEFX	75614
13	CEFX	75617
14	CEFX	75618
15	CEFX	75619
16	CEFX	75620
17	CEFX	75621
18	CEFX	75622
19	CEFX	75623
20	CEFX	75624