



CORPORATION SERVICE COMPANY

September 22, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 147706-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 6, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **PENFORD PRODUCTS CO.**
1001 First Street SW Cedar Rapids, IA 52406

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: **PENFORD PRODUCTS CO.** covering 25 hopper cars with reporting marks and numbers – CEFX 76565 – CEFX 76589 – INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

RECORDATION NO. 25844 FILED

SEP 23 '05

4-28 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6th day of June, 2005, 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 PENFORD PRODUCTS CO., a Delaware corporation, with an address at 1001 First Street S.W., Cedar Rapids, IA 52406-2175 (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 June 6th, 2005 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties 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 authority of its Board of Directors 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 J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Vice President of Supply Chain Operations 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.

PENFORD PRODUCTS CO.

By: Amy J. Homa
Name: Amy J. Homa
Title: Product Supply Manager

Schedule A

Number of Cars

Equipment Description

25 5,660 C.F. P.D. covered hopper car

1	CEFX	76565
2	CEFX	76566
3	CEFX	76567
4	CEFX	76568
5	CEFX	76569
6	CEFX	76570
7	CEFX	76571
8	CEFX	76572
9	CEFX	76573
10	CEFX	76574
11	CEFX	76575
12	CEFX	76576
13	CEFX	76577
14	CEFX	76578
15	CEFX	76579
16	CEFX	76580
17	CEFX	76581
18	CEFX	76582
19	CEFX	76583
20	CEFX	76584
21	CEFX	76585
22	CEFX	76586
23	CEFX	76587
24	CEFX	76588
25	CEFX	76589