

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

November 21, 2005

RECORDATION NO. 25984 FILED

NOV 23 '05 11:20 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as April 1, 2005, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Grain Processing Corporation
1600 Oregon Street
Muscatine, IA 52761

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

One hundred thirty-five (135) 5,701 cubic foot, 268,000 lb. GRL, covered hopper railcars with 28" x 48" gates and trough hatches suitable for DDG service bearing marks and numbers in the series GBRX 036039 through GBRX 099984, non-inclusive, more particularly described on the Railcar List attached to the Memorandum of Lease.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

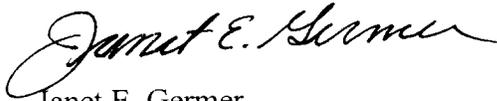
November 21, 2005

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A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of April 1, 2005 between Greenbrier Leasing Corporation, Lessee, and Grain Processing Corporation, Lessor.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

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NOV 23 '05 1-02 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

GRAIN PROCESSING CORPORATION ("LESSEE")

APRIL 1, 2005

SCHEDULE NO. 1

APRIL 1, 2005

Memorandum of Schedule No.1 dated April 1, 2005 to a Lease Agreement made and entered into as of April 1, 2005 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Grain Processing Corporation, an Iowa corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred thirty-five (135) 5,701 cu. ft., 268,000 lb. GRL, covered hopper cars with 28" x 48" gates and trough hatches suitable for DDG service bearing marks and numbers as indicated on the attached Rail Equipment List.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: Norriss M. Webb

NAME: Norriss M. Webb

TITLE: Executive Vice President

DATE: 11/18/05

LESSEE:

GRAIN PROCESSING CORPORATION

BY: Robert J. Willis

NAME: ROBERT J. WILLIS

TITLE: VICE PRESIDENT

DATE: 11-15-05

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 18th day of November, 2005, before me personally appeared Norriss M. Webb to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006

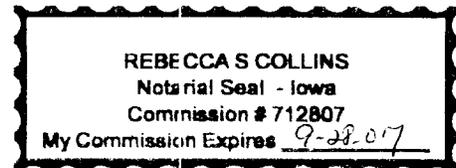


STATE OF IOWA)
) ss.
COUNTY OF MUSCATINE)

On this 15 day of NOVEMBER, 2005, before me personally appeared ROBERT J. WILLIS, to me personally known, who being by me duly sworn, says that s/he is the VICE PRESIDENT of Grain Processing Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Rebecca S. Collins
NOTARY PUBLIC

My commission expires: 9/28/07



RAIL EQUIPMENT LIST

Mark	Number
GBRX	036039
GBRX	036053
GBRX	036054
GBRX	036055
GBRX	036059
GBRX	036060
GBRX	036062
GBRX	036066
GBRX	036072
GBRX	036073
GBRX	036074
GBRX	036077
GBRX	036080
GBRX	036084
GBRX	036087
GBRX	036091
GBRX	036099
GBRX	036100
GBRX	036106
GBRX	036107
GBRX	036109
GBRX	036113
GBRX	036116
GBRX	036123
GBRX	036124
GBRX	036125
GBRX	036131
GBRX	036158
GBRX	036415
GBRX	036562
GBRX	036566
GBRX	036583
GBRX	036628
GBRX	036686
GBRX	037003
GBRX	037243
GBRX	037362
GBRX	037377
GBRX	037386
GBRX	037453
GBRX	037463
GBRX	037466
GBRX	037481

Mark	Number
GBRX	037524
GBRX	037589
GBRX	037640
GBRX	037649
GBRX	037650
GBRX	096877
GBRX	096929
GBRX	096989
GBRX	096993
GBRX	097018
GBRX	097038
GBRX	097206
GBRX	097338
GBRX	097435
GBRX	097467
GBRX	097565
GBRX	097569
GBRX	097609
GBRX	097611
GBRX	097612
GBRX	097615
GBRX	097939
GBRX	097950
GBRX	097966
GBRX	097973
GBRX	097983
GBRX	097984
GBRX	097989
GBRX	097999
GBRX	098002
GBRX	098019
GBRX	098032
GBRX	098033
GBRX	098034
GBRX	098037
GBRX	098057
GBRX	098227
GBRX	098235
GBRX	098268
GBRX	098278
GBRX	098289
GBRX	098317
GBRX	098318

Mark	Number
GBRX	098325
GBRX	098337
GBRX	098341
GBRX	098463
GBRX	098576
GBRX	098606
GBRX	098611
GBRX	098626
GBRX	098639
GBRX	098642
GBRX	098752
GBRX	098763
GBRX	098795
GBRX	098802
GBRX	098804
GBRX	098807
GBRX	098811
GBRX	098816
GBRX	098817
GBRX	099441
GBRX	099471
GBRX	099523
GBRX	099593
GBRX	099605
GBRX	099606
GBRX	099610
GBRX	099864
GBRX	099869
GBRX	099871
GBRX	099874
GBRX	099876
GBRX	099884
GBRX	099888
GBRX	099899
GBRX	099905
GBRX	099909
GBRX	099913
GBRX	099915
GBRX	099916
GBRX	099917
GBRX	099918
GBRX	099920
GBRX	099924

Mark	Number
GBRX	099928
GBRX	099936
GBRX	099937
GBRX	099942
GBRX	099965
GBRX	099984
Total Cars:	135