



CORPORATION SERVICE COMPANY

RECORDATION NO. 26719 FILED

DEC 21 '06

11-03 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea

Date: December 19, 2006

Order#: 673010/005

Re: CEFX76541-CEFX76616 GRAIN PROCESSING CORPORATION

Please process the enclosed documents for the service indicated below.

XX Primary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 12/29/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:
The CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Lessee:



CORPORATION SERVICE COMPANY

Grain Processing Corporation
1600 Oregon Street
Muscatine, IA 52761

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20 day of October, 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 GRAIN PROCESSING CORPORATION, an IOWA corporation, with an address at 1600 Oregon Street, , Muscatine, IA 52761 (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 10/20, 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: Catherine Strick
Name: Catherine Strick
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee 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 Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GRAIN PROCESSING CORPORATION

By: Lisa Longtin
Name: Lisa Longtin
Title: Manager Rail & Barge Operations

Schedule A

Number of Cars	Equipment Description		
25	5,660 C.F. P.D. covered hopper car		
1	CEFX	76541	
2	CEFX	76542	
3	CEFX	76543	
4	CEFX	76545	
5	CEFX	76546	
6	CEFX	76547	
7	CEFX	76548	
8	CEFX	76558	
9	CEFX	76560	
10	CEFX	76590	
11	CEFX	76591	
12	CEFX	76592	
13	CEFX	76593	
14	CEFX	76594	
15	CEFX	76595	
16	CEFX	76596	
17	CEFX	76597	
18	CEFX	76598	
19	CEFX	76600	
20	CEFX	76607	
21	CEFX	76610	
22	CEFX	76612	
23	CEFX	76614	
24	CEFX	76615	
25	CEFX	76616	