



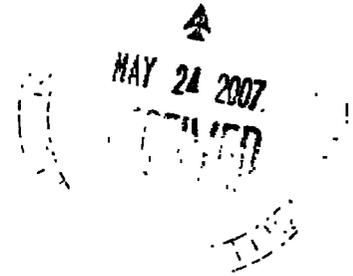
CORPORATION SERVICE COMPANY

RECORDATION NO. 23927-B FILED

MAY 24 '07

3-28 PM

SURFACE TRANSPORTATION BOARD



May 23, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 914539/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/31/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Pendleton Flour Mills LLC
PO Box 400
Pendleton, OR 97801

Lessor:

The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF LEASE AMENDMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of this 4 day of May, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Lessor") and, PENDLETON FLOUR MILLS, LLC, an Oregon Limited Liability company, with an address at 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 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 wish to show for the public record the existence of the aforesaid Amendment, 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Amendment, 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: [Signature]
Name: JM KEASLING
Title: SVP - Leasing

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.

PENDLETON FLOUR MILLS, LLC

By: [Signature]
Name: Alan Kewick
Title: VP Gen & Leasing

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
40	5,230 C.F. P.D. covered hopper car - lined	
1	CEFX	75237
2	CEFX	75240
3	CEFX	75244
4	CEFX	75246
5	CEFX	75254
6	CEFX	75260
7	CEFX	75265
8	CEFX	75266
9	CEFX	75267
10	CEFX	75277
11	CEFX	75278
12	CEFX	75280
13	CEFX	75281
14	CEFX	75282
15	CEFX	75283
16	CEFX	75284
17	CEFX	75286
18	CEFX	75288
19	CEFX	75290
20	CEFX	75291
21	CEFX	75294
22	CEFX	75296
23	CEFX	75304
24	CEFX	75311
25	CEFX	75312
26	CEFX	75314
27	CEFX	75315
28	CEFX	75316
29	CEFX	75317
30	CEFX	75322
31	CEFX	75324
32	CEFX	75325
33	CEFX	75326
34	CEFX	75341
35	CEFX	75344
36	CEFX	75601
37	CEFX	75608
38	CEFX	75609
39	CEFX	75615
40	CEFX	75616