

RECORDATION NO. 27342-B FILED

SEP 10 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

September 10, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of September 9, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27342.

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

Assignor: Compass Rail IV Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

Assignee: Compass Rail XIV Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

Anne K. Quinlan, Esq
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A description of the railroad equipment covered by the enclosed document is:

22 hopper cars: PENX 3000 - PENX 3021.

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

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

SEP 10 '08 -8 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

As of Sept. 9, 2008

THIS MEMORANDUM OF LEASE ASSIGNMENT is intended to evidence the assignment by COMPASS RAIL IV CORPORATION ("Assignor"), to and assumption by COMPASS RAIL XIV CORPORATION, a California corporation ("Assignee"), of the Lease specified on Schedule 1 hereto, pursuant to which Lessor has leased the railcars specified on Schedule 1 hereto (the "Cars") to PENFORD CORPORATION (the "Lessee"). The assignment and assumption is effective as of the date specified above.

This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

Compass Rail IV Corporation

By: 
 Title: Mark S. Maymar
 Dated: Executive Vice President

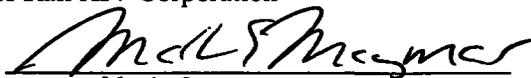
I Mark S. Maymar certify that I am an Executive Vice President of COMPASS RAIL IV CORPORATION, that this Memorandum of Lease Assignment was signed on behalf of the Assignor with due authorization and that the execution of this instrument was the free act and deed of the Assignor. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on Sept. 9, 2008.

Signature 

ASSIGNEE:

Compass Rail XIV Corporation

By: 
 Title: Mark S. Maymar
 Dated: Executive Vice President

I Mark S. Maymar certify that I am an Executive Vice President of COMPASS RAIL XIV CORPORATION, that this Memorandum of Lease Assignment was signed on behalf of the Assignee with due authorization and that the execution of this instrument was the free act and deed of the Assignee. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on Sept. 9, 2008.

Signature 

The Lease:

- A. RAILCAR LEASE AGREEMENT dated as of January 3, 2008, between Compass Rail XIV Corporation, as successor in interest to Compass Rail IV Corporation, and Penford Corporation
- B. RIDER NO. 1 dated as of January 3, 2008, between Compass Rail XIV Corporation, as successor in interest to Compass Rail IV Corporation, and Penford Corporation
- C. AMENDMENT NO. 1 TO RIDER NO. 1 dated as of May 8, 2008, between Compass Rail XIV Corporation, as successor in interest to Compass Rail IV Corporation, and Penford Corporation
- D. MEMORANDUM OF ASSIGNMENT OF LEASE, dated as of September 9, 2008, from Compass Rail IV Corporation, Assignor, to Compass Rail XIV Corporation, Assignee.

The Cars:

Twenty-two (22) CF 5001 cubic foot covered hopper cars bearing the following AAR reporting marks:

	Mark	Number
1	PENX	3000
2	PENX	3001
3	PENX	3002
4	PENX	3003
5	PENX	3004
6	PENX	3005
7	PENX	3006
8	PENX	3007
9	PENX	3008
10	PENX	3009
11	PENX	3010
12	PENX	3011
13	PENX	3012
14	PENX	3013
15	PENX	3014
16	PENX	3015
17	PENX	3016
18	PENX	3017
19	PENX	3018
20	PENX	3019
21	PENX	3020
22	PENX	3021

The Lessee: Penford Corporation