

RECORDATION NO. 21764 FILED

OCT 30 '98

3-21 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

Betty G. Nease
Counterpart

October 29, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of June 30, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55131

Lessee: Tristar Transload, Inc.
2100 NW Front, Bldg 105
Portland, Oregon 97201

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

fifty (50) railcars bearing TR reporting marks and numbers set forth on Exhibit A to the Lease

Mr. Vernon A. Williams
October 29, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

REC'D AUG 28 1998 21764 FILED

MEMORANDUM OF RAILCAR LEASE AGREEMENT

OCT 30 '98 3-21 PM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of June 30, 1998 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Tristar Transload, Inc., a Oregon Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1782 dated June 30, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the fifty (50) railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NorRail, Inc.
 By: [Signature]
 Its: V.P. SALAS
 By: [Signature]
 Its: V.P. & General Counsel

LESSEE: Tristar Transload, Inc.
 By: [Signature]
 Its: President
 By: [Signature]
 Its: Vice President

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

1.	TR 165500	26.	TR 165525
2.	TR 165501	27.	TR 165526
3.	TR 165502	28.	TR 165527
4.	TR 165503	29.	TR 165528
5.	TR 165504	30.	TR 165529
6.	TR 165505	31.	TR 165530
7.	TR 165506	32.	TR 165531
8.	TR 165507	33.	TR 165532
9.	TR 165508	34.	TR 165533
10.	TR 165509	35.	TR 165534
11.	TR 165510	36.	TR 165535
12.	TR 165511	37.	TR 165536
13.	TR 165512	38.	TR 165537
14.	TR 165513	39.	TR 165538
15.	TR 165514	40.	TR 165539
16.	TR 165515	41.	TR 165540
17.	TR 165516	42.	TR 165541
18.	TR 165517	43.	TR 165542
19.	TR 165518	44.	TR 165543
20.	TR 165519	45.	TR 165544
21.	TR 165520	46.	TR 165545
22.	TR 165521	47.	TR 165546
23.	TR 165522	48.	TR 165547
24.	TR 165523	49.	TR 165548
25.	TR 165524	50.	TR 165549

STATE OF Oregon, COUNTY OF Multnomah TO WIT:

On this _____ day of June, 1998 before me personally appeared, _____ and _____, to me personally known, who being by me duly sworn, says that they are the _____ and _____, respectively of Tristar Transload, Inc., a _____ Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



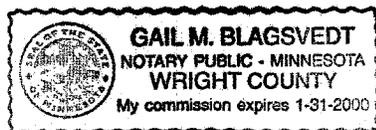
Romelle L. Guidry
Notary Public

My commission expires: 4/24/01

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30th day of June, 1998 before me personally appeared, L. Lee Struble and Bradley C. Gustad, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. + General Counsel, respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000