

**First Union  
Commercial Corporation**  
Post Office Box 13327 VA7467  
Roanoke, Virginia 24040-0001

20305

September 13, 1996

OCT 15 1996 11:02 AM

**FIRST  
UNION®**

Secretary  
Surface Transportation Board  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 12, 1996, 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: First Union Commercial Corporation  
213 S. Jefferson Street, 4th Floor  
Roanoke, Virginia 24011

Attn: Sharon B. Bateman VA-7467

Lessee: Cascade And Columbia River Railroad Company  
901 Omak Avenue  
Omak, WA. 98841

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very Truly Yours,

FIRST UNION COMMERCIAL CORPORATION

*Betty S Edwards*  
Betty S. Edwards  
Vice President

Enclosures

## SCHEDULE I

### DESCRIPTION OF EQUIPMENT

1. NUMBER OF CARS: (2)
2. DESCRIPTION OF CARS: GP-40 LOCOMOTIVES
3. CAR NUMBERS AND MARKS: CSCD6636, CSCD6637

EXHIBIT A

RECORDATION NO. 20305 FILED 1996  
OCT 10 1996 11 52 AM

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of September 12, 1996, is between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation ("Lessor") and CASCADE AND COLUMBIA RIVER RAILROAD COMPANY, a Delaware corporation ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into the certain Master Equipment Lease Agreement dated September 12, 1996 (the "Lease") and places under lease that certain equipment set forth on Schedule I dated September 12, 1996, attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION COMMERCIAL CORPORATION

By Betty S Edwards  
Name Betty S. Edwards  
Title Vice President

CASCADE AND COLUMBIA RIVER  
RAILROAD COMPANY

By [Signature]  
Name NATHAN H. [Signature]  
Title Senior Transportation Officer

STATE OF Virginia  
City  
COUNTY OF Roanoke

I, Betty J. Webster a Notary Public in and for said state and county, do hereby certify that Betty S. Edwards personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 16<sup>th</sup> day of Sept, 19 96.

Betty J. Webster  
Notary Public

My commission expires: 31 October 1996



STATE OF Virginia  
COUNTY OF Fairfax

I, Anne Park a Notary Public in and for said state and county, do hereby certify that John H. Marino personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 12<sup>th</sup> day of SEPT, 19 96.

Anne Park  
Notary Public

My commission expires: 30 November 1996

[NOTARY SEAL]

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