

**BALL JANIK LLP**

A T T O R N E Y S

RECORDATION NO. 21921 FILED

DEC 31 '98 3:25 PM

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

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LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

December 31, 1998

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 31, 1998. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
502 Washington Avenue  
Towson, MD 21204

Lessee:

Camus Prairie RailNet, Inc.  
2350 Airport Freeway, Suite 230  
Bedford, TX 76022

A description of the equipment covered by the Memorandum of Lease Agreement consists of one B-23-7 locomotive numbered CSP 7 (formerly numbered LRCX 4008), and one SW-1000 locomotive numbered CSP 143 (formerly numbered DRGW 143).

lasacpr.11

*Counterparts to [Signature]*

BALL JANIK LLP

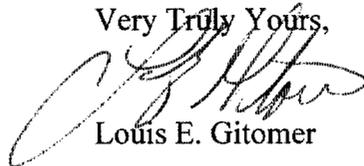
Honorable Vernon A. Williams  
August 24, 1998  
Page 2

A fee of \$ 26.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, 502 Washington Avenue, Towson, MD 21204, and Camus Prairie RailNet, Inc., 2350 Airport Freeway, Suite 230, Bedford, TX 76022, covering one B-23-7 locomotive numbered CSP 7 (formerly numbered LRCX 4008), and one SW-1000 locomotive numbered CSP 143 (formerly numbered DRGW 143).

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Louis E. Gitomer  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

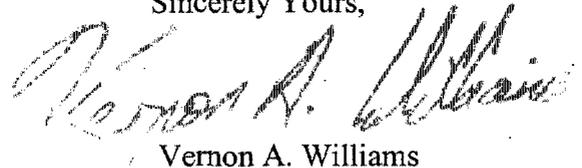
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/31/98 at 3:25PM, and

assigned recordation number(s). 21921, 18754-A, 18755-A, 18767-A, 18858-A,  
18928-B, 19073-B, 19295-B, 19384-A, 19393-A.

Sincerely Yours,



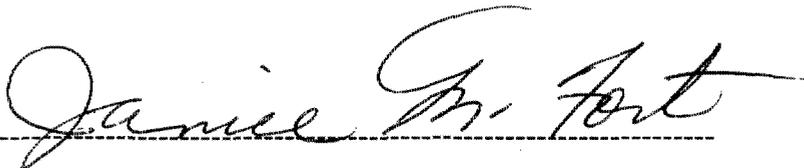
Vernon A. Williams

Enclosure(s)

260.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE AGREEMENT

dated as of December 31, 1998

RECORDATION NO. 21921 FILED

DEC 31 '98 3-25 PM

between

CAMAS PRAIRIE RAILNET, INC.  
as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION  
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on \_\_\_\_\_, 1998 at \_\_:\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December \_\_\_\_\_, 1998, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and CAMAS PRAIRIE RAILNET, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, (a) one (1) General Electric model B23-7 Locomotive bearing reporting mark CSP 7 (formerly LRCX 4008) and (b) one (1) Model EMD SW1000 Switcher Locomotive bearing reporting mark CSP143 (formerly DRGW143).

All of such locomotives are more fully described in that certain Equipment Lease Agreement dated as of April 30, 1998, and the Schedule of Equipment thereto, incorporating the terms thereof and dated as of December 31, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

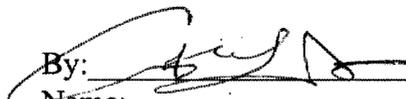
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

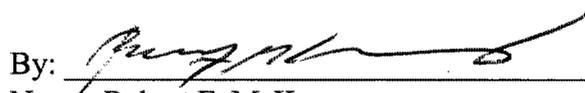
**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

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

LASALLE NATIONAL LEASING CORPORATION

By:   
Name: \_\_\_\_\_  
Title: **CONSTANCE W. LANCASTER**  
**VICE PRESIDENT**

CAMAS PRAIRIE RAILNET, INC.

By:   
Name: Robert F. McKenney  
Title: Chairman and Chief Executive Officer

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF Baltimore )

On this 31<sup>st</sup> day of December, 1998 before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

Regina M. McManus  
Notary Public

My commission expires:

October 29, 2000

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_ day of \_\_\_\_\_, 1998 before me appeared Robert F. McKenney, the person who signed this instrument, who acknowledged that the is the Chairman and Chief Executive Officer of CAMAS PRAIRIE RAILNET, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1998 before me appeared \_\_\_\_\_, the person who signed this instrument, who acknowledged that (s)he is the \_\_\_\_\_ of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

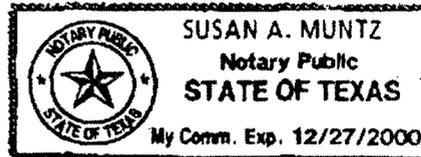
On this 29th day of December, 1998 before me appeared Robert F. McKenney, the person who signed this instrument, who acknowledged that he is the Chairman and Chief Executive Officer of CAMAS PRAIRIE RAILNET, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Susan A. Muntz  
Notary Public

My commission expires:

12/27/2000



# LASALLE NATIONAL LEASING CORPORATION

## SCHEDULE OF EQUIPMENT

Lessee: CAMAS PRAIRIE RAILNET, INC.

Approved By:   
(Lessee to initial each page)

Attached to Bill of Sale dated  
\_\_\_\_\_ 19 \_\_\_\_\_  
and/or

Equipment located at:  
325 Mill Road  
\_\_\_\_\_ Street No.

Equipment Schedule No. 4

Lewiston	Nez Perce	ID	83501
City	County	State	Zip

Manufacturer and/or  
Vendor Name & Invoice No.

Description

Livingston Rebuild Credit

1

- Model B23-7 locomotive bearing reporting mark  
CSP7 (formerly known as LRCX4008 and NC4008)

Invoice No.: 4186

OmniTrax Leasing, LLC  
252 Clayton Street, 4th Floor  
Denver, CO 80206

1

- Model EMD SW1000 Switcher locomotive  
bearing reporting mark:  
CSP143 (formerly known as DRGW143)

Invoice No.: 1121