



First Union Rail Corporation
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

December 21, 2000



Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

RECORDATION NO. 22259A FILED

DEC 27 '00 5:07 PM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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 11, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22259.

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

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Cascade & Columbia River Railroad Co. 5300 Broken Sound Blvd. NW 2nd Floor Boca Raton, FL 33487</p>
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A description of the railroad equipment covered by the enclosed document is seventy-five (75) 4750 cubic foot covered hopper cars, with car numbers NOKL 818470-818476, inclusive, and NOKL 827138 - 827392, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Cascade & Columbia River Railroad, Co., Lessee, covering 75 4750 cubic foot covered hopper cars, with car numbers NOKL 818470-818476, inclusive, and NOKL 827138 - 827392, non-inclusive.

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 (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(CSCD009)

DEC 27 '00 5:07 PM

ASSGN. NO. CSCD009

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of September, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 4, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

Executed on this 17th day of Sept., 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of September, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: [Signature]
Name: Alfred M. Sauer
Title: VP Business Development

ATTEST:

By: David McCloud
Name: David McCloud
Title: Manager - Fleet

Executed on this 29th day of August, 2000.

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, DOROTHY SINGER, a Notary Public of the County and State aforesaid, certify that ALFRED M. SAUER personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of AUGUST, 2000.

[Signature]
Notary Public

Commission Expires:
7-16-01
(Notary Public)

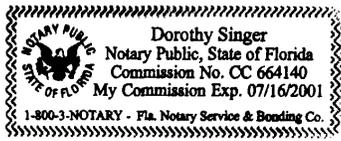


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars

CAR NUMBERS: See below:

NOKL 818470	NOKL 827257
NOKL 818471	NOKL 827258
NOKL 818472	NOKL 827259
NOKL 818473	NOKL 827260
NOKL 818474	NOKL 827261
NOKL 818475	NOKL 827262
NOKL 818476	NOKL 827263
NOKL 827138	NOKL 827264
NOKL 827166	NOKL 827265
NOKL 827167	NOKL 827266
NOKL 827168	NOKL 827267
NOKL 827170	NOKL 827268
NOKL 827171	NOKL 827269
NOKL 827174	NOKL 827270
NOKL 827175	NOKL 827271
NOKL 827177	NOKL 827272
NOKL 827179	NOKL 827273
NOKL 827180	NOKL 827274
NOKL 827182	NOKL 827275
NOKL 827183	NOKL 827276
NOKL 827184	NOKL 827277
NOKL 827188	NOKL 827278
NOKL 827189	NOKL 827279
NOKL 827191	NOKL 827280
NOKL 827210	NOKL 827282
NOKL 827240	NOKL 827283
NOKL 827241	NOKL 827287
NOKL 827242	NOKL 827290
NOKL 827245	NOKL 827294
NOKL 827246	NOKL 827295
NOKL 827247	NOKL 827297
NOKL 827248	NOKL 827299
NOKL 827249	NOKL 827304
NOKL 827252	NOKL 827305
NOKL 827253	NOKL 827306
NOKL 827254	NOKL 827391
NOKL 827255	NOKL 827392
NOKL 827256	Count: 75