



First Union Rail Corporation  
 NC5811  
 Commercial Leasing Group  
 One O'Hare Centre  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018  
 Tel 847 318-7575  
 847 318-7588

RECORDATION NO. 22780-A FILED

VIA UPS 2<sup>nd</sup> DAY AIR

May 6, 2002

MAY 09 '02

11-27 AM

SURFACE TRANSPORTATION BOARD



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

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 18, 2002, 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 22780.

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: Columbia and Cowlitz Railway Company          P.O. Box 209          Longview, WA 98632</p>
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A description of the railroad equipment covered by the enclosed document is twenty-five (25) 73' Centerbeam flatcars, with NOKL and CRLE marks (see Exhibit A for car numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Columbia and Cowlitz Railway Company, Lessee, covering twenty-five (25) 73' Centerbeam flatcars, with NOKL and CRLE marks (see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$30.00 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,

  
 Amy Carone  
 Manager of Documentation

Enclosures

(CLC013)

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ASSGN. NO.: CLC013

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18<sup>th</sup> day of April, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Columbia & Cowlitz Railway Company ("Lessee"), a Washington corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 6, 2001 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

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K.A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION

Executed on this 18<sup>th</sup> day of April, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

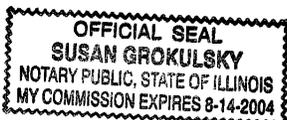
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of April, 2002.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

COLUMBIA & COWLITZ RAILWAY COMPANY

By: A.R. Mahlum

Name: A. R. Mahlum

Title: General Mgr.

**ATTEST:**

By: Candy Reed

Name: CANDY Reed

Title: Traffic Mgr.

Executed on this 8<sup>th</sup> day of April, 2002.

[CORPORATE SEAL]

STATE OF Washington

COUNTY OF Cowlitz

I, Lloyd E Raff, a Notary Public of the County and State aforesaid, certify that A. R. Mahlum (Art Mahlum) 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 8<sup>th</sup> day of April, 2002.

Lloyd E. Raff  
Notary Public

Commission Expires:

6/9/04  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 73' Centerbeam Flatcars

CAR NUMBERS:

NOKL	731838
NOKL	731839
NOKL	731846
NOKL	731847
NOKL	731848
NOKL	731849
NOKL	731852
NOKL	731853
NOKL	731855
NOKL	731860
CRLE	23115
CRLE	23118
CRLE	23119
CRLE	23120
CRLE	23121
CRLE	23122
CRLE	23123
CRLE	23128
CRLE	23129
CRLE	23132
CRLE	23134
CRLE	23135
CRLE	23136
CRLE	23137
CRLE	23139
Count:	25