



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

RECORDATION NO. 22581-B FILED

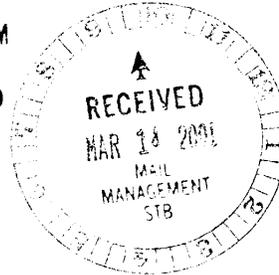
VIA UPS NEXT DAY AIR

March 13, 2001

MAR 22 '01 10-03 AM

TS

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 two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 30, 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 22581.

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

|   |  |
|---|--|
| <p>Lessor: First Union Rail Corporation<br/>         One O'Hare Center<br/>         6250 River Road, Suite 5000<br/>         Rosemont, IL 60018</p> | <p>Lessee: Cascade and Columbia River Railroad Co.<br/>         5300 Broken Sound Blvd., NW 2<sup>nd</sup> Floor<br/>         Boca Raton, FL 33487</p> |
|---|--|

A description of the railroad equipment covered by the enclosed document is sixty (60) 4600/4650/4700 cubic foot covered hopper cars, with car numbers NOKL 67000-67061, inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Cascade and Columbia River Railroad Company, Lessee, covering 60 4600/4650/4700 cubic foot covered hopper cars, with car numbers NOKL 67000-67061, inclusive.

Also enclosed is a check in the amount of \$27.00 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

(CSCD014)

ASSGN. NO.: CSCD014

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of November, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co.

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. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 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: [Signature]

By: [Signature]

Name: K. A. Dombrowski

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION

Title: \_\_\_\_\_

Executed on this 30<sup>th</sup> day of Nov., 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 30<sup>th</sup> day of November, 2000.

[Signature]  
Notary Public

My Commission Expires:  
8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Alfred M. Sauer

Name: Alfred M. Sauer

Title: VP Business Development

**ATTEST:**

By: David McCloud

Name: David McCloud

Title: Manager- Fleet

Executed on this 22nd day of November, 2000.

[CORPORATE SEAL]

STATE OF FLORIDA

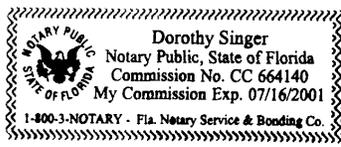
COUNTY OF PALM BEACH

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 22nd day of NOVEMBER, 2000.

Dorothy Singer  
Notary Public

Commission Expires:  
07-16-2001  
(Notary Public)



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

NUMBER OF CARS: Sixty (60)  
DESCRIPTION OF CARS: 4600/4650/4700cfc Covered Hopper Cars  
CAR NUMBERS: See below:

|      |       |        |       |
|------|-------|--------|-------|
| NOKL | 67000 | NOKL   | 67032 |
| NOKL | 67001 | NOKL   | 67033 |
| NOKL | 67002 | NOKL   | 67034 |
| NOKL | 67003 | NOKL   | 67035 |
| NOKL | 67004 | NOKL   | 67036 |
| NOKL | 67005 | NOKL   | 67037 |
| NOKL | 67006 | NOKL   | 67038 |
| NOKL | 67007 | NOKL   | 67039 |
| NOKL | 67008 | NOKL   | 67040 |
| NOKL | 67009 | NOKL   | 67041 |
| NOKL | 67010 | NOKL   | 67042 |
| NOKL | 67011 | NOKL   | 67043 |
| NOKL | 67012 | NOKL   | 67044 |
| NOKL | 67013 | NOKL   | 67045 |
| NOKL | 67014 | NOKL   | 67046 |
| NOKL | 67015 | NOKL   | 67047 |
| NOKL | 67016 | NOKL   | 67048 |
| NOKL | 67017 | NOKL   | 67049 |
| NOKL | 67018 | NOKL   | 67050 |
| NOKL | 67019 | NOKL   | 67051 |
| NOKL | 67020 | NOKL   | 67052 |
| NOKL | 67021 | NOKL   | 67053 |
| NOKL | 67022 | NOKL   | 67054 |
| NOKL | 67023 | NOKL   | 67055 |
| NOKL | 67024 | NOKL   | 67056 |
| NOKL | 67026 | NOKL   | 67058 |
| NOKL | 67027 | NOKL   | 67059 |
| NOKL | 67028 | NOKL   | 67060 |
| NOKL | 67029 | NOKL   | 67061 |
| NOKL | 67030 | Count: | 60    |
| NOKL | 67031 |        |       |