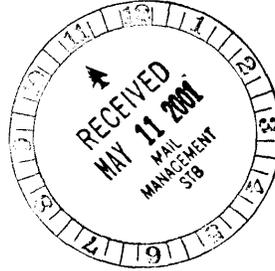




First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

May 10, 2001



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 March 21, 2001, 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 and 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 twelve (12) 4750 cubic foot covered hopper cars with trough hatches and gravity gates, with car numbers NOKL 822276-832483, 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 and Columbia River Railroad Company, Lessee, covering 12 4750 cubic foot covered hopper cars with trough hatches and gravity gates, with car numbers NOKL 822276-832483, non-inclusive.

Also enclosed is a check in the amount of \$28.00 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

Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(CSCD017)

22259-B

MAY 23 '01 9:52 AM

TS
 SURFACE TRANSPORTATION BOARD

ASSIGN. NO.: CSCD017

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of March, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April, 2001, 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: [Signature]
Name: K. A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 21st day of March, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COCK

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 21st day of March, 2001.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 22259-B RED

MAY 23 '01 9-52 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

CASCADE AND COLUMBIA RIVER
RAILROAD CO.

ATTEST:

By: [Signature]
Name: ALFRED M. SAUER
Title: VP BUSINESS DEVELOPMENT

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

Executed on this 15th day of MARCH, 2001.

[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 15th day of MARCH, 2001.

Dorothy Singer
Notary Public

My Commission Expires:
07-16-01
(Notary Public)

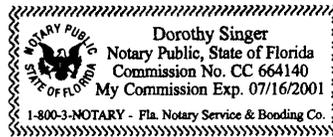


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars with trough hatches and gravity gates

CAR NUMBERS:

NOKL 822276
NOKL 828189
NOKL 828327
NOKL 828333
NOKL 828348
NOKL 828656
NOKL 830278
NOKL 830798
NOKL 830901
NOKL 831042
NOKL 831045
NOKL 832483
Count: 12