



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. 22846-F FILED

SEP 18 '01 11-16 AM

VIA UPS NEXT DAY AIR

September 14, 2001

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

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 26, 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 22846.

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: Albany and Eastern Railroad Company 1784 South Main Street Lebanon, OR 97355</p>
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A description of the railroad equipment covered by the enclosed document is forty-eight (48) 50 foot, Plate C, 70 ton, rigid frame boxcars with 10 foot plug doors, with car numbers AERC 5100-5147, inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Albany and Eastern Railroad Company, Lessee, covering 48 50 foot, Plate C, 70 ton, rigid frame boxcars with 10 foot plug doors, with car numbers AERC 5100-5147, 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
 Manager of Documentation

Enclosures

(AERC008)

ASSGN. NO.: AERC008

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of June, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Albany & Eastern Railroad Company ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 7, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of 2/7/97 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: K. A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION
By: Richard F. Seymour
Name: RICHARD E. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 26th day of June, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD E. 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 26TH day of JUNE, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



AERC008 rider.doc

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SURFACE TRANSPORTATION BOARD

LESSEE:

ALBANY & EASTERN RAILROAD COMPANY

ATTEST:

By: Joli Root
Name: Joli Root
Title: Secretary

By: Mike Root
Name: Mike Root
Title: President

Executed on this 25 day of April, 2000.

[CORPORATE SEAL]

STATE OF Oregon
COUNTY OF Linn



I, Joli Root, a Notary Public of the County and State aforesaid, certify that Mike Root 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 25 day of April, 2000.

Joli Root
Notary Public

My Commission Expires:

Dec 6, 2002
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-eight (48)

DESCRIPTION OF CARS: 50 ft., Plate C, 70-ton, rigid frame boxcars, 263,000 pounds maximum weight on rail, with 10' plug doors.

CAR NUMBERS: AERC 5100 through 5147, inclusive.