



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

RECORDATION NO. 22581-F FILED

OCT 18 '01 2-35 PM

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

October 11, 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 two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 12, 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 22581.

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 2<sup>nd</sup> Floor          Boca Raton, FL 33487</p>
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A description of the railroad equipment covered by the enclosed document is one hundred-fifty (150) 73' centerbeam flatcars with car marks NOKL (See Exhibit A for exact car numbers).

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 150 73' centerbeam flatcars with car marks NOKL (See Exhibit A for exact car numbers).

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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulska*  
 Susan Grokulska  
 Manager - Documents Administration

Enclosures

(CSCD024)

ASSIGN. NO.: CSCD024

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12<sup>th</sup>, day of June, 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. 23 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of June 8, 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: R. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

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

Executed on this 12<sup>th</sup> day of June, 2001

[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 12<sup>th</sup> day of June, 2001.

[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.

ATTEST:

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

By: Sandra K. Franger  
Name:  
Title: HR Business Development

Executed on this 30<sup>th</sup> day of May, 2001.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF PALM BEACH

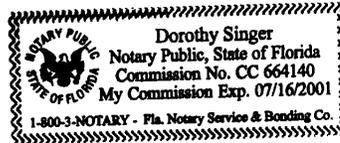
I, DOROTHY SINGER, a Notary Public of the County and State  
aforesaid, certify that SANDRA K. FRANGER, personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of May, 2001.

Dorothy Singer  
Notary Public

My Commission Expires:

07-16-01  
(Notary Public)



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

NUMBER OF CARS: One hundred fifty (150)

DESCRIPTION OF CARS: 73' Centerbeam flat cars

CAR NUMBERS: See below

NOKL 733650	NOKL 733688	NOKL 733720	NOKL 733494
NOKL 733651	NOKL 733689	NOKL 733721	NOKL 733495
NOKL 733652	NOKL 733690	NOKL 733722	NOKL 733496
NOKL 733653	NOKL 733691	NOKL 733729	NOKL 733497
NOKL 733654	NOKL 733692	NOKL 733730	NOKL 733498
NOKL 733655	NOKL 733693	NOKL 733731	NOKL 733499
NOKL 733656	NOKL 733694	NOKL 733732	NOKL 733555
NOKL 733657	NOKL 733695	NOKL 733733	NOKL 733556
NOKL 733658	NOKL 733696	NOKL 733734	NOKL 733557
NOKL 733659	NOKL 733697	NOKL 733735	NOKL 733560
NOKL 733660	NOKL 733698	NOKL 733736	NOKL 733562
NOKL 733661	NOKL 733699	NOKL 733737	NOKL 733564
NOKL 733662	NOKL 733723	NOKL 733738	NOKL 733565
NOKL 733663	NOKL 733724	NOKL 733739	NOKL 733568
NOKL 733664	NOKL 733700	NOKL 733740	NOKL 733569
NOKL 733665	NOKL 733725	NOKL 733741	NOKL 733571
NOKL 733666	NOKL 733726	NOKL 733742	NOKL 733572
NOKL 733667	NOKL 733701	NOKL 733743	NOKL 733579
NOKL 733668	NOKL 733702	NOKL 733744	NOKL 733580
NOKL 733669	NOKL 733703	NOKL 733745	NOKL 733582
NOKL 733670	NOKL 733704	NOKL 733746	NOKL 733584
NOKL 733671	NOKL 733705	NOKL 733747	NOKL 733587
NOKL 733672	NOKL 733706	NOKL 733748	NOKL 733588
NOKL 733673	NOKL 733707	NOKL 733749	NOKL 733594
NOKL 733674	NOKL 733708	NOKL 733480	NOKL 733596
NOKL 733675	NOKL 733709	NOKL 733481	NOKL 733597
NOKL 733676	NOKL 733710	NOKL 733482	NOKL 733599
NOKL 733677	NOKL 733711	NOKL 733483	NOKL 733605
NOKL 733678	NOKL 733712	NOKL 733484	NOKL 733616
NOKL 733679	NOKL 733713	NOKL 733485	NOKL 733618
NOKL 733680	NOKL 733714	NOKL 733486	NOKL 733625
NOKL 733681	NOKL 733715	NOKL 733487	NOKL 733629
NOKL 733682	NOKL 733716	NOKL 733488	NOKL 733630
NOKL 733683	NOKL 733727	NOKL 733489	NOKL 733639
NOKL 733684	NOKL 733717	NOKL 733490	NOKL 733640
NOKL 733685	NOKL 733728	NOKL 733491	NOKL 733644
NOKL 733686	NOKL 733718	NOKL 733492	Total: 150
NOKL 733687	NOKL 733719	NOKL 733493	