

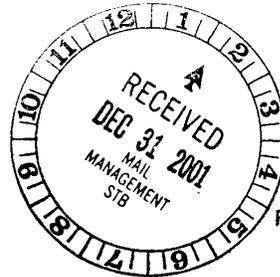


First Union Rail Corporation  
 One O'Hare Centre  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018  
 Tel 847 318-7575  
 Fax 847 318-7588

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

December 27, 2001

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



RECORDATION NO. 22581-K FILED

JAN 02 '02 11-01 AM

Re: Memorandum of Lease Agreement

SURFACE TRANSPORTATION BOARD

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 29, 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>
---	--

A description of the railroad equipment covered by the enclosed document is thirty (30) 4750 cu. ft. covered hopper cars 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 thirty (30) 4750 cu. ft. covered hopper cars 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 Grokulsky*  
 Susan Grokulsky  
 Manager - Documents Administration

Enclosures

(CSCD031)

RECORDATION NO. 22581-K FILED

ASSGN. NO.: CSCD031

JAN 02 '02 11-01 AM

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of November, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

**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. 30 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 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. Dymkowski

Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Name: K. A. Dymkowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 29th day of Nov., 2001.

[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 27th day of November, 2001.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Flanger

Name: SANDRA K. FLANGER

Title: VP- Contracts

ATTEST:

By: David McCloud

Name: David McCloud

Title: Manager-Fleet

Executed on this 6<sup>th</sup> day of November, 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. Flanger 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 6<sup>th</sup> day of November, 2001.

Dorothy Singer  
Notary Public

Commission Expires:

07-16-05  
(Notary Public)



Dorothy Singer  
Commission # DD 031124  
Expires July 16, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 4750 cu. ft. 268 grl Covered Hopper Cars with trough hatch covers and gravity gates

CAR NUMBERS: See below:

NOKL 827855  
NOKL 828281  
NOKL 828418  
NOKL 828745  
NOKL 830522  
NOKL 830601  
NOKL 830825  
NOKL 830859  
NOKL 830981  
NOKL 832320  
NOKL 832321  
NOKL 832331  
NOKL 832340  
NOKL 832341  
NOKL 832379  
NOKL 832410  
NOKL 832411  
NOKL 832416  
NOKL 832419  
NOKL 832434  
NOKL 832438  
NOKL 832441  
NOKL 832442  
NOKL 832454  
NOKL 832457  
NOKL 832466  
NOKL 832478  
NOKL 832482  
NOKL 832484  
NOKL 832512  
Count: 30