



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

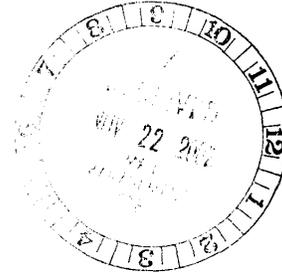
VIA UPS 2nd DAY AIR

November 21, 2002

RECORDATION NO. 22581-P FILED

NOV 22 '02

3-15 PM



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 one (1) copy of a Memorandum of Lease Agreement, dated November 18, 2002, 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 5300 Broken Sound Blvd., N.W. 2nd Floor Boca Raton, FL 33487</p>
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A description of the railroad equipment covered by the enclosed document is sixteen (16) flat cars, 1981 -Evans built log cars, with NOKL marks 710183-710199, excluding 710185.

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

Also enclosed is a check in the amount of \$30.00 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,


 Amy Carone
 Manager of Documentation

Enclosures

(CSCD034)

RECORDATION NO. 225819 FILED

ASSGN. NO.: CSCD034

NOV 22 '02

3-15 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of November, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, as Manager for ATEL Leasing Corporation ("Owner"), and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

SURFACE TRANSPORTATION BOARD

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. 32 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 5, 2002, 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, as
MANAGER FOR
ATEL LEASING CORPORATION

ATTEST:

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

By: Amy Carone
Name: Amy Carone

Title: Manager of Documentation

Executed on this 18th day of November, 2002

[CORPORATE SEAL]

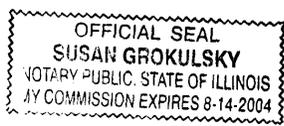
STATE OF ILLINOIS
COUNTY OF COOK

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 18th day of November, 2002

Susan Grokulskey
Notary Public

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



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: *Sandra K. Franzen*
Name: *Sandra K. Franzen*
Title: *VP-Contracts*

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this *4th* day of *November*, *2002*.

[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. Franzen* 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 *4th* day of *November*, *2002*.

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: Sixteen (16)

DESCRIPTION OF CARS: Flat Cars, 1981-Evans built log cars with extreme length of 68'7"

CAR NUMBERS: NOKL 710183 – 710199, excluding 710185