

RECORDATION NO. 22581-W FILED

AUG 04 '03

12-31 PM

SURFACE TRANSPORTATION BOARD  
VIA UPS 2<sup>nd</sup> DAY AIR

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

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

July 30, 2003



**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 27, 2003, 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:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
5300 Broken Sound Blvd., N.W.  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is forty-nine (49) 73' centerbeam flat cars, with CRLE and NOKL marks (See Exhibit A for numbers).

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,

Handwritten signature of Amy Romo in cursive.

Amy Romo  
Manager of Documentation

Enclosures

(CSCD045)

RECORDATION NO. 22581-W FILED

AUG 04 '03

12-31 PM

ASSGN. NO.: CSCD045

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27<sup>th</sup> day of June, 2003, 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. 43 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

By: Amy Rome

Name: Amy Rome

Title: Mgr. of Documentation

Executed on this 27<sup>th</sup> day of June, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GHOKULSKY, 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 27<sup>th</sup> day of June, 2003.

Susan Ghokulsky  
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: David McCloud  
Name: David McCloud  
Title: Manager- Fleet

Executed on this 11th day of June, 2003.

[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 11th day of June, 2003.

Dorothy Singer  
Notary Public

Commission Expires:

7-16-05  
(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: Forty-nine (49)

DESCRIPTION OF CARS: 73' centerbeam flat cars

CAR NUMBERS: CRLE marks, to be remarked to NOKL marks and numbers per list below:

CRLE 20400 NOKL 731050	CRLE 20433 NOKL 731083
CRLE 20401 NOKL 731051	CRLE 20434 NOKL 731084
CRLE 20402 NOKL 731052	CRLE 20435 NOKL 731085
CRLE 20403 NOKL 731053	CRLE 20436 NOKL 731086
CRLE 20404 NOKL 731054	CRLE 20437 NOKL 731087
CRLE 20405 NOKL 731055	CRLE 20438 NOKL 731088
CRLE 20406 NOKL 731056	CRLE 20439 NOKL 731089
CRLE 20407 NOKL 731057	CRLE 20440 NOKL 731090
CRLE 20409 NOKL 731059	CRLE 20441 NOKL 731091
CRLE 20410 NOKL 731060	CRLE 20442 NOKL 731092
CRLE 20411 NOKL 731061	CRLE 20443 NOKL 731093
CRLE 20412 NOKL 731062	CRLE 20444 NOKL 731094
CRLE 20413 NOKL 731063	CRLE 20445 NOKL 731095
CRLE 20414 NOKL 731064	CRLE 20446 NOKL 731096
CRLE 20415 NOKL 731065	CRLE 20447 NOKL 731097
CRLE 20416 NOKL 731066	CRLE 20448 NOKL 731098
CRLE 20417 NOKL 731067	CRLE 20449 NOKL 731099
CRLE 20418 NOKL 731068	Count: 49
CRLE 20419 NOKL 731069	
CRLE 20420 NOKL 731070	
CRLE 20421 NOKL 731071	
CRLE 20422 NOKL 731072	
CRLE 20423 NOKL 731073	
CRLE 20424 NOKL 731074	
CRLE 20425 NOKL 731075	
CRLE 20426 NOKL 731076	
CRLE 20427 NOKL 731077	
CRLE 20428 NOKL 731078	
CRLE 20429 NOKL 731079	
CRLE 20430 NOKL 731080	
CRLE 20431 NOKL 731081	
CRLE 20432 NOKL 731082	