

RECORDATION NO. 22581-BB FILED

SEP 23 '03

4-20 PM

VIA UPS 2nd DAY AIR

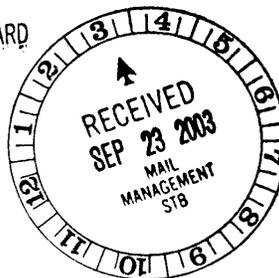
FIRST UNION RAIL

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

SURFACE TRANSPORTATION BOARD



September 19, 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 August 20, 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., NW Boca Raton, FL 33487 |
|---------|--|---------|--|

A description of the railroad equipment covered by the enclosed document is fourteen (14) 1978 Thrall built 61' 1-1/2" bulkhead flatcars, with 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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager of Documentation

Enclosures

(CSCD054)

ASSGN. NO. CSCD054

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of August, 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. 52 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 11, 2003, 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
Vice President Sales & Marketing

By: Amy Rando
Name: Amy Rando

Title: _____

Title: Mgr of Documentation

Executed on this 20th day of August, 2003.

[CORPORATE SEAL]

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STATE OF ILLINOIS

SEP 23 '03

4-20 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

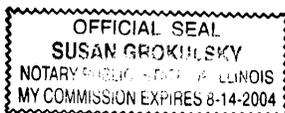
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of August, 2003.

Susan Grokulsky
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 8th day of August, 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 8th day of August, 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: Fourteen (14)

DESCRIPTION OF CARS: 1978 Thrall built 61' 1 1/2" Bulkhead Flat cars with 11' bulkhead and 268 GRL.

CAR NUMBERS:

NOKL 725001
NOKL 725004
NOKL 725023
NOKL 725028
NOKL 725029
NOKL 725035
NOKL 725036
NOKL 725038
NOKL 725040
NOKL 725041
NOKL 725042
NOKL 725043
NOKL 725045
NOKL 725048
Count: 14