

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 22581-DD FILED

JUN 10 '04 11-14 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

June 7, 2004

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

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 of a Memorandum of Lease Agreement, dated April 2, 2004, 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 & Columbia River RR 5300 Broken Sound Blvd., NW Boca Raton, FL 33487
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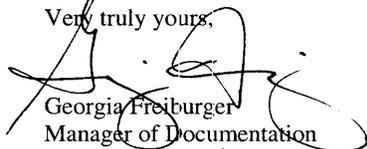
A description of the railroad equipment covered by the enclosed document is twenty five (25) Plate "F" box cars, with NOKL marks (see Exhibit A for car numbers).

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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,



Georgia Freiburger
Manager of Documentation

Enclosures

(CSCD058)

RECORDATION NO. 22581-DD FILED

ASSGN. NO.: CSCD058

JUN 10 '04 11-14 AM

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of April 2004, 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. 56 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 22, 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

Title: _____

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 2nd day of April, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

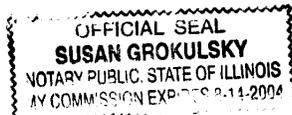
COUNTY OF COOK

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 2nd day of April, 2004.

Susan Grokulska
Notary Public

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



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: *Andrea K. Inge*

Name: *Sandra K. Francon*

Title: *VP - Contracts*

ATTEST:

By: *David McCloud*

Name: *David McCloud*

Title: *Manager - Fleet*

Executed on this *30th* day of *March*, *2004*.

[CORPORATE SEAL]

STATE OF *Florida*

COUNTY OF *Palm Beach*

I, *Kristin Dunlap*, a Notary Public of the County and State aforesaid, certify that *Sandra Francon* 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 *30th* day of *March*, *2004*.

Kristin Dunlap
Notary Public

Commission Expires:
12-27-05
(Notary Public)



PERSONALLY KNOWN:
PRODUCED I.D.: *X*

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty five (25)

DESCRIPTION OF CARS: Box cars - Plate "F", 50'6", 286 GRL, with 12' doors

CAR NUMBERS:

NOKL	570286
NOKL	570304
NOKL	570314
NOKL	570336
NOKL	570354
NOKL	570396
NOKL	571111
NOKL	571114
NOKL	571123
NOKL	571126
NOKL	571130
NOKL	571131
NOKL	571134
NOKL	571140
NOKL	571145
NOKL	571148
NOKL	571155
NOKL	571156
NOKL	571164
NOKL	571173
NOKL	571174
NOKL	571175
NOKL	571188
NOKL	571189
NOKL	571193
Count:	25