

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-EE FILED

JUN 10 '04 11-28 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-two (22) 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

(CSCD059)

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ASSGN. NO.: CSCD059

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. 57 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 16, 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: [Signature]
Name: K.A. DMBROWSKI
Title: DIRECTOR OF

By: [Signature]
Name: _____
Title: RICHARD F. SEYMOUR
Vice President Sales & Marketing
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.

[Signature]
Notary Public

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



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Franger
Name: Sandra K. Franger
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

certify that Kristin Dunlap, a Notary Public of the County and State aforesaid, 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)


Kristin Dunlap
My Commission DD067887
Expires December 27, 2006

PERSONALLY KNOWN:
PRODUCED A.D.E. X

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-two (22)

DESCRIPTION OF CARS: 50'6" box cars, 286grl, Plate "F" with 12' doors

CAR NUMBERS:

NOKL 571100
NOKL 571102
NOKL 571108
NOKL 571113
NOKL 571115
NOKL 571116
NOKL 571120
NOKL 571127
NOKL 571132
NOKL 571144
NOKL 571154
NOKL 571162
NOKL 571167
NOKL 571171
NOKL 571172
NOKL 571180
NOKL 571185
NOKL 571186
NOKL 571194
NOKL 571195
NOKL 571196
NOKL 571199
Count: 22