

FIRST UNION RAIL

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

Tel 847 318-7575
Fax 847 318-7588



VIA UPS 2nd DAY AIR

June 8, 2004

RECORDATION NO. 22581-96 FILED

JUN 15 '04 11-13 AM

SURFACE TRANSPORTATION BOARD

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:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Cascade & Columbia River RR 5300 Broken Sound Blvd., NW Boca Raton, FL 33487</p>
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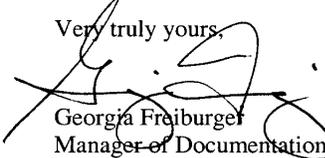
A description of the railroad equipment covered by the enclosed document is fifteen (15) 2740 cu. ft., gondola cars, with NOKL marks (see Exhibit A for car numbers).

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

(CSCD066)

RECORDATION NO. 22581-96 FILED

ASSGN. NO. CSCD066

JUN 15 '04 11-13 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *sub*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 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. 64 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Nov 1, 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. Dombrowski

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

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.

[Signature]
Notary Public

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



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: [Signature]
Name: SANDRA K. FRANKLIN
Title: VP - Contracts

ATTEST:

By: [Signature]
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 Franklin 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.

[Signature]
Notary Public

Commission Expires: 12.27.05
(Notary Public)

PERSONALLY KNOWN:
PRODUCED I.D.: X
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Kristin Dunlap
My Commission DD087887
Expires December 27, 2006

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: Gondola cars, 52' 6", 2740 cu. ft., 263 GRL

CAR NUMBERS:

NOKL 323087
NOKL 323088
NOKL 323090
NOKL 323091
NOKL 323092
NOKL 323093
NOKL 323094
NOKL 323095
NOKL 323111
NOKL 323121
NOKL 323122
NOKL 323123
NOKL 323124
NOKL 323125
NOKL 323159
Count: 15