

**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 2<sup>nd</sup> DAY AIR

September 24, 2004

RECORDATION NO. 22581-KK FILED

SEP 30 '04 3-45 PM

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 June 21, 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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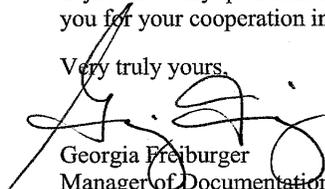
A description of the railroad equipment covered by the enclosed document is seventy-six (76) 2740 cu. ft., covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

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

(CSCD070)

RECORDATION NO. 22581-KK FILED

ASSGN. NO.: CSCD070

SEP 3 0 '04 3-45 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21 day of June, 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. 68 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2004, 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: GEORGINA FREIBURGER

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

Title: MGR. OF DOCUMENTATION

Title: \_\_\_\_\_  
Executed on this 21<sup>st</sup> day of June, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, K.A. Dombrowski, 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 21<sup>st</sup> day of June, 2004

[Signature]  
Notary Public

My Commission Expires:  
10-7-2005  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: *Candra K. Franzer*

Name: *Candra K. Franzer*

Title: *VP - Contracts*

**ATTEST:**

By: *Rose Rothstein*

Name: *ROSE ROTHSTEIN*

Title: *EXEC. ASS'T.*

Executed on this *16* day of *JUNE*, *2004*

[CORPORATE SEAL]

STATE OF *Florida*

COUNTY OF *Palm Beach*

I, **JENNIFER L. TAYLOR**, a Notary Public of the County and State aforesaid, certify that *Candra K. Franzer* personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

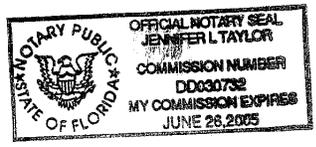
WITNESS my hand and official stamp or seal, this *16<sup>th</sup>* day of *June*, *2004*

*Jennifer L. Taylor*  
Notary Public

**JENNIFER L. TAYLOR**

Commission Expires:

*6-26-05*  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Seventy-six (76)

DESCRIPTION OF CARS:   4750 cu. ft. Covered Hopper Cars

CAR NUMBERS:            See below:

NOKL 818470	NOKL 827247	NOKL 827283
NOKL 818471	NOKL 827248	NOKL 827287
NOKL 818472	NOKL 827249	NOKL 827290
NOKL 818473	NOKL 827252	NOKL 827294
NOKL 818474	NOKL 827253	NOKL 827295
NOKL 818475	NOKL 827254	NOKL 827297
NOKL 818476	NOKL 827255	NOKL 827299
NOKL 822243	NOKL 827256	NOKL 827304
NOKL 826575	NOKL 827257	NOKL 827305
NOKL 827138	NOKL 827258	NOKL 827306
NOKL 827166	NOKL 827260	NOKL 827391
NOKL 827167	NOKL 827261	NOKL 827392
NOKL 827168	NOKL 827262	Count:       76
NOKL 827170	NOKL 827263	
NOKL 827171	NOKL 827264	
NOKL 827174	NOKL 827265	
NOKL 827175	NOKL 827266	
NOKL 827177	NOKL 827267	
NOKL 827179	NOKL 827268	
NOKL 827180	NOKL 827269	
NOKL 827182	NOKL 827270	
NOKL 827183	NOKL 827271	
NOKL 827184	NOKL 827272	
NOKL 827188	NOKL 827273	
NOKL 827189	NOKL 827274	
NOKL 827191	NOKL 827275	
NOKL 827210	NOKL 827276	
NOKL 827240	NOKL 827277	
NOKL 827241	NOKL 827278	
NOKL 827242	NOKL 827279	
NOKL 827245	NOKL 827280	
NOKL 827246	NOKL 827282	