

# 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

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

RECORDATION NO. 22581-M M FILED

OCT 04 '04

3-55 PM

SURFACE TRANSPORTATION BOARD

**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

A description of the railroad equipment covered by the enclosed document is ten (10) 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

(CSCD074)

ASSGN. NO. CSCD074

OCT 04 '04

3-55 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made June 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. 72 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 29, 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: GEORGIA FREIBURGER

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

Title: MGR. OF DOCUMENTATION Executed on this 21<sup>st</sup> day of June, 2004

[CORPORATE SEAL]

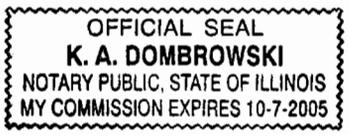
STATE OF ILLINOIS  
COUNTY OF COOK

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: Sandra K. Franzer

Name: SANDRA K. FRANZER

Title: VP - Contracts

**ATTEST:**

By: Rose Rotstein

Name: ROSE ROTSTEIN

Title: EXEC. ASS'T.

Executed on this 16 day of JUNE, 2004

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

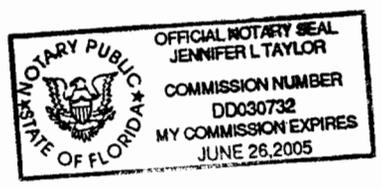
I, **JENNIFER L. TAYLOR**, a Notary Public of the County and State aforesaid, certify that Sandra K. Franzer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

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:  
6-25-04  
(Notary Public)



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

NUMBER OF CARS: Ten (10)

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

CAR NUMBERS:

NOKL 315100  
NOKL 315114  
NOKL 315119  
NOKL 315121  
NOKL 315126  
NOKL 315136  
NOKL 315140  
NOKL 315142  
NOKL 315146  
NOKL 315324  
Count: 10