

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

September 30, 2004

RECORDATION NO. 22581-RR FILED

OCT 04 '04 2-11 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:

<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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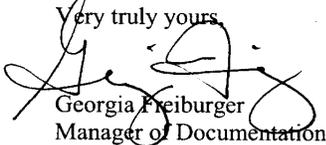
A description of the railroad equipment covered by the enclosed document is twenty-eight (28) 4750 cu. ft., covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

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

(CSCD077)

RECORDATION NO. 22581-RR FILED

ASSGN. NO. CSCD077

OCT 04 '04 2-11 PM

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st 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. 75 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 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: Richard F. Seymour

By: [Signature]
Name: GEORGIA FREIBURGER

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

Title: MGR. OF DOCUMENTATION Executed on this 21st day of June 2004

[CORPORATE SEAL]

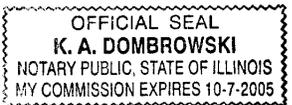
STATE OF ILLINOIS
COUNTY OF COOK

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 21st 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. Franzen

Name: SANDRA K. FRANZEN

Title: VP-Contracts

ATTEST:

By: Rose Rothstein

Name: ROSE ROTHSTEIN

Title: EXEC ASST

Executed on this 16 day of June, 2004

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF Palm Beach

I, Sharon A. Hecker, a Notary Public of the County and State aforesaid, certify that SANDRA K. FRANZEN 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 16th day of JUNE, 2004.

Sharon A. Hecker
Notary Public

Commission Expires:
Nov. 29, 2007
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-eight (28)

DESCRIPTION OF CARS: 4750 cu. ft. capacity covered hopper cars with trough hatches and gravity gates.

CAR NUMBERS:

NOKL	822276
NOKL	824439
NOKL	824510
NOKL	825952
NOKL	828136
NOKL	828189
NOKL	828291
NOKL	828327
NOKL	828333
NOKL	828348
NOKL	828404
NOKL	828405
NOKL	828656
NOKL	828847
NOKL	828918
NOKL	828979
NOKL	829010
NOKL	829420
NOKL	829422
NOKL	829690
NOKL	829844
NOKL	829858
NOKL	830278
NOKL	830798
NOKL	830901
NOKL	831042
NOKL	831045
NOKL	832483
Count:	28