

FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588

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 July 16, 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 21383.

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: Potlatch Corporation 805 Mill Road Lewiston, ID 83501
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A description of the railroad equipment covered by the enclosed document is fifty-six (56) Plate "C" box cars, with double plug doors with STMA marks, (see Exhibit A for 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky  
Manager of Documentation

Enclosures

(POTL006)



RECORDATION NO. 21383-B FILED

October 19, 2004

OCT 25 '04 2-55 PM

SURFACE TRANSPORTATION BOARD

RECORDATION NO. 21383-B FILED

ASSGN. NO. POTL006

OCT 25 '04 2-55 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16 day of July, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation and Potlatch Corporation ("Lessee").

SURFACE TRANSPORTATION BOARD

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 1998 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 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: [Signature]

By: [Signature]

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Name: GEORGINA FRETBERGER

Title: \_\_\_\_\_

Title: MGR. OF DOCUMENTATION Executed on this 16<sup>th</sup> day of July, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

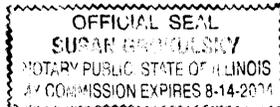
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

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

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

POTLATCH CORPORATION

By: David Weisel

Name: DAVID WEISEL

Title: DIRECTOR OF DISTRIBUTION

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

[CORPORATE SEAL]

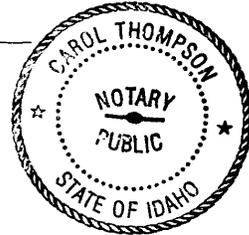
STATE OF Idaho

COUNTY OF Nez Perce

I, Carol Thompson, a Notary Public of the County and State aforesaid, certify that David Weisel personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of July, 2004.

Carol Thompson  
Notary Public



Commission Expires:

8/12/2005  
(Notary Public)

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

NUMBER OF CARS: Fifty-six (56)

DESCRIPTION OF CARS: 52'8" Plate C, 70-ton, cushioned boxcars with double 8-foot plug doors, 11-foot inside height, 50K rated floor, built in 1979.

CAR NUMBERS:

STMA 52002	STMA 52038	STMA 52067
STMA 52003	STMA 52039	STMA 52069
STMA 52004	STMA 52040	STMA 52072
STMA 52007	STMA 52042	STMA 52076
STMA 52011	STMA 52044	STMA 52077
STMA 52013	STMA 52045	STMA 52078
STMA 52014	STMA 52047	STMA 52079
STMA 52015	STMA 52049	STMA 52081
STMA 52019	STMA 52050	STMA 52082
STMA 52020	STMA 52051	STMA 52085
STMA 52021	STMA 52052	STMA 52088
STMA 52023	STMA 52053	STMA 52090
STMA 52024	STMA 52054	STMA 52093
STMA 52026	STMA 52055	STMA 52094
STMA 52027	STMA 52057	STMA 52095
STMA 52030	STMA 52058	STMA 52096
STMA 52031	STMA 52060	STMA 52097
STMA 52032	STMA 52061	STMA 52099
STMA 52033	STMA 52064	Count: 56