

**FIRST UNION RAIL**

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

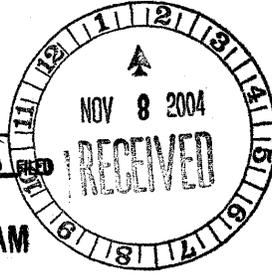
Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 22846-5

NOV 10 '04

10-23 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

November 4, 2004

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 October 7, 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 22846.

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: Albany & Eastern Railroad Company  
1784 S. Main Street  
Lebanon, OR 97355

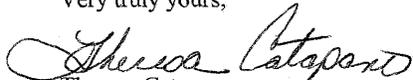
A description of the railroad equipment covered by the enclosed document is thirteen (13) 50'6", Plate "C", 70-ton, non-cushioned boxcars, marked AERC (see Exhibit A for car numbers).

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) 384-5375.  
Thank you for your cooperation in this matter.

Very truly yours,

  
Theresa Catapano  
Manager of Documentation

Enclosures

(AERC026)

ASSGN NO. AERC026

NOV 10 '04 10-23 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7<sup>th</sup> day of October, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Albany & Eastern Railroad Company ("Lessee").

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 7, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 25 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 20, 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

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: HERESA CATAPANO  
Name: HERESA CATAPANO

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

Title: MGR. OF DOCUMENTATION Executed on this 7<sup>th</sup> day of October, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

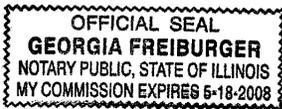
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7<sup>th</sup> day of October, 2004.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



**LESSEE:**

ALBANY & EASTERN RAILROAD COMPANY

By: Mike Root

Name: MIKE ROOT

Title: Pres

ATTEST:

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

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

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

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

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Linn

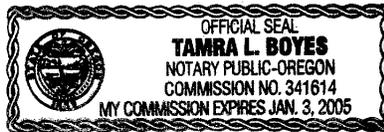
I, Tamra L. Boyes, a Notary Public of the County and State aforesaid, certify that MIKE ROOT personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27<sup>th</sup> day of September, 2004.

Tamra L. Boyes  
Notary Public

Commission Expires:

Jan. 3, 2005  
(Notary Public)



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

- I. NUMBER OF CARS: Thirteen (13)
- II. DESCRIPTION OF CARS: 50'6", Plate "C", 70-ton, non-cushioned boxcars, with 10' sliding doors, and 11' inside height, built in 1978 (AAR Car Type Code A302)
- III. CAR NUMBERS:
- |           |           |
|-----------|-----------|
| AERC 5148 | AERC 5155 |
| AERC 5149 | AERC 5156 |
| AERC 5150 | AERC 5157 |
| AERC 5151 | AERC 5158 |
| AERC 5152 | AERC 5159 |
| AERC 5153 | AERC 5160 |
| AERC 5154 |           |