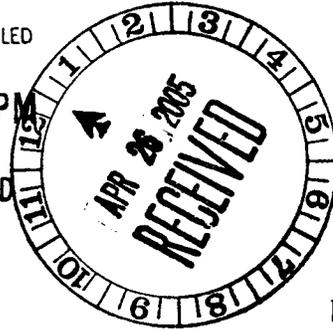


RECORDATION NO. 22581-YY FILED

APR 27 '05

2-35 PM

SURFACE TRANSPORTATION BOARD



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

April 22, 2005

# 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 31, 2005, 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 and Columbia River Railroad Company  
5300 Broken Sound Blvd, N.W.  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4750 cu. ft. capacity covered hopper cars, marked NOKL (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 \$32.00 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

ASSGN. NO.: CSCD090

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31<sup>st</sup> day of March, 2005, 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. 88 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 15, 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: K. A. Dombrowski  
Title: Director of Documentation

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

Executed on this 31<sup>st</sup> day of March, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, THERESA CATAPANO, 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 31<sup>st</sup> day of MARCH, 2005.

[Signature]  
Notary Public

My Commission Expires:

9-3-08  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: *Sandra K. Franger*

Name: Sandra K. Franger

Title: V.P. - Contracts

**ATTEST:**

By: *David McCloud*

Name: David McCloud

Title: Manager-Fleet

Executed on this 23 day of March, 2005.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF PALM BEACH

I, *Kristin Dunlap*, a Notary Public of the County and State aforesaid, certify that *Sandra K. Franger* 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 23 day of MARCH, 2005.

*Kristin Dunlap*  
Notary Public

Commission Expires:

12.27.05  
(Notary Public)



Kristin Dunlap  
My Commission DD067657  
Expires December 27, 2005

PERSONALLY KNOWN: X

PRODUCED I.D.: —

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

NUMBER OF CARS: One hundred (100)

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

CAR NUMBERS:

NOKL 818204	NOKL 824422	NOKL 826142
NOKL 818206	NOKL 824431	NOKL 826179
NOKL 820680	NOKL 824434	NOKL 826181
NOKL 820803	NOKL 824435	NOKL 826193
NOKL 820811	NOKL 824438	NOKL 826276
NOKL 820859	NOKL 824487	NOKL 826283
NOKL 820867	NOKL 824500	NOKL 826287
NOKL 820870	NOKL 824518	NOKL 826291
NOKL 821029	NOKL 824521	NOKL 826823
NOKL 821054	NOKL 824528	NOKL 827090
NOKL 821086	NOKL 824529	NOKL 828203
NOKL 821094	NOKL 824533	NOKL 828204
NOKL 821334	NOKL 824545	NOKL 828573
NOKL 821651	NOKL 824547	NOKL 828590
NOKL 822073	NOKL 824548	NOKL 828667
NOKL 822143	NOKL 824561	NOKL 828964
NOKL 822148	NOKL 824568	NOKL 829202
NOKL 822149	NOKL 824572	NOKL 829485
NOKL 822152	NOKL 824577	NOKL 829517
NOKL 823310	NOKL 824581	NOKL 830002
NOKL 823322	NOKL 824582	NOKL 830118
NOKL 823332	NOKL 824583	NOKL 830146
NOKL 823336	NOKL 824586	NOKL 830820
NOKL 823338	NOKL 824587	NOKL 830891
NOKL 823343	NOKL 824590	Count: 100
NOKL 823353	NOKL 824610	
NOKL 823355	NOKL 824613	
NOKL 823356	NOKL 824622	
NOKL 823553	NOKL 824635	
NOKL 824154	NOKL 824707	
NOKL 824160	NOKL 824717	
NOKL 824215	NOKL 824719	
NOKL 824240	NOKL 824742	
NOKL 824269	NOKL 824743	
NOKL 824284	NOKL 825950	
NOKL 824300	NOKL 826005	
NOKL 824350	NOKL 826048	
NOKL 824408	NOKL 826119	