

RECORDATION NO 22581-BBB FILED

SEP 23 '05

2-34 PM

SURFACE TRANSPORTATION BOARD



September 21, 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 three (3) originals 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 Centre
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 twenty-nine (29) 4700-4750 cu. ft. capacity covered hopper cars with NOKL marks (see Exhibit A for car numbers).

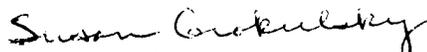
A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 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) 384-5355.
Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulsky
Manager of Documentation

Enclosures

(CSCD095)

ASSGN. NO.: CSCD095

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st 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. 93 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, 2005, 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: K.A. Domkowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: K.A. DOMKOWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 31st 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 31st day of MARCH, 2005.

Theresa Catapano
Notary Public

My Commission Expires:
9-3-08
(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: [Signature]

Name: Sandra K. Franger

Title: V.P. - Contracts

ATTEST:

By: [Signature]

Name: David McCloud

Title: Manager - Fleet

Executed on this 30 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 Franger personally appeared before me this day and acknowledged ~~his~~
due execution of the foregoing Memorandum of Lease. her

WITNESS my hand and official stamp or seal, this 30th day of MARCH, 2005.

[Signature]
Notary Public

Commission Expires:

12.27.05
(Notary Public)



Kristin Dunlap
My Commission DD067857
Expires December 27, 2006

PERSONALLY KNOWN: X
PRODUCED I.D.: —

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-nine (29)

DESCRIPTION OF CARS: 4700-4750 cu. ft. capacity Covered Hopper Cars.

CAR NUMBERS:

NOKL 818690
NOKL 818726
NOKL 818733
NOKL 818735
NOKL 821579
NOKL 821648
NOKL 822802
NOKL 822812
NOKL 828234
NOKL 828406
NOKL 828419
NOKL 828548
NOKL 828560
NOKL 828872
NOKL 829027
NOKL 829448
NOKL 829709
NOKL 829749
NOKL 829788
NOKL 829868
NOKL 830235
NOKL 830242
NOKL 830281
NOKL 830282
NOKL 830285
NOKL 830486
NOKL 830536
NOKL 831235
NOKL 839179