

DEC 15 '05 3-12 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 15, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 15, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street
Chicago, Illinois 60601

Lessee: Texas Oklahoma & Eastern Railroad Company
33405 Weyerhaeuser Way South
Federal Way, Washington 98003

Mr. Vernon A. Williams
December 15, 2005
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A description of the railroad equipment covered by the enclosed document is:

110 railcars within the series TOE 3501 - TOE 3625 as more particularly set forth in the equipment schedule attached to the document.

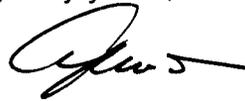
A short summary of the document to appear in the index is:

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, General Electric Railcar Services Corporation, a Delaware corporation ("Lessor"), as lessor, has leased to Texas, Oklahoma & Eastern Railroad Company ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means that certain Schedule No. 8 to Car Leasing Agreement No. 8425-92-01, dated as of January 1, 1994, between Lessor, as lessor, and Lessee, as lessee, as extended by that certain Extension No. 1 to Schedule No. 8, dated as of April 15, 2005, between Lessor, as lessor, and Lessee, as lessee, which incorporates by reference that certain Car Leasing Agreement No. 8425-92-01, dated as of January 1, 1994, between Lessor, as lessor, and Lessee, as lessee.

2. The addresses of the parties are as follows:

General Electric Railcar Services Corporation (Lessor)
161 North Clark Street
Chicago, IL 60601

Texas, Oklahoma & Eastern Railroad Company (Lessee)
33663 Weyerhaeuser Way South
Federal Way WA 98003

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

[Execution on next page; remainder of this page intentionally left blank]

RECORDATION NO. 26030 FILED

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STATE OF OREGON TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 15 2005.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

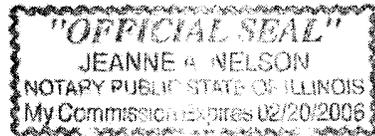
By: James N. Madan
Name: JAMES N. MADAN
Title: VICE - PRESIDENT

State of ILLINOIS
County of COOK

On December 15, 2005, before me personally appeared James N. Madan, to me personally known, who being by me duly sworn says that he is VICE PRESIDENT of General Electric Railcar Services Corporation and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said corporation.

Jeanne A. Nelson
Notary Public
My commission expires: 2/20/06

[NOTARIAL SEAL]



Description of Railcars

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u>	
		<u>Reporting</u>	<u>Mark</u>
1	Texas, Oklahoma & Eastern Railroad Company	TOE	3501
2	Texas, Oklahoma & Eastern Railroad Company	TOE	3503
3	Texas, Oklahoma & Eastern Railroad Company	TOE	3504
4	Texas, Oklahoma & Eastern Railroad Company	TOE	3505
5	Texas, Oklahoma & Eastern Railroad Company	TOE	3506
6	Texas, Oklahoma & Eastern Railroad Company	TOE	3507
7	Texas, Oklahoma & Eastern Railroad Company	TOE	3508
8	Texas, Oklahoma & Eastern Railroad Company	TOE	3510
9	Texas, Oklahoma & Eastern Railroad Company	TOE	3511
10	Texas, Oklahoma & Eastern Railroad Company	TOE	3512
11	Texas, Oklahoma & Eastern Railroad Company	TOE	3513
12	Texas, Oklahoma & Eastern Railroad Company	TOE	3514
13	Texas, Oklahoma & Eastern Railroad Company	TOE	3515
14	Texas, Oklahoma & Eastern Railroad Company	TOE	3516
15	Texas, Oklahoma & Eastern Railroad Company	TOE	3517
16	Texas, Oklahoma & Eastern Railroad Company	TOE	3518
17	Texas, Oklahoma & Eastern Railroad Company	TOE	3519
18	Texas, Oklahoma & Eastern Railroad Company	TOE	3520
19	Texas, Oklahoma & Eastern Railroad Company	TOE	3521
20	Texas, Oklahoma & Eastern Railroad Company	TOE	3522
21	Texas, Oklahoma & Eastern Railroad Company	TOE	3523
22	Texas, Oklahoma & Eastern Railroad Company	TOE	3524
23	Texas, Oklahoma & Eastern Railroad Company	TOE	3525
24	Texas, Oklahoma & Eastern Railroad Company	TOE	3526
25	Texas, Oklahoma & Eastern Railroad Company	TOE	3527
26	Texas, Oklahoma & Eastern Railroad Company	TOE	3528
27	Texas, Oklahoma & Eastern Railroad Company	TOE	3529
28	Texas, Oklahoma & Eastern Railroad Company	TOE	3530
29	Texas, Oklahoma & Eastern Railroad Company	TOE	3532
30	Texas, Oklahoma & Eastern Railroad Company	TOE	3534
31	Texas, Oklahoma & Eastern Railroad Company	TOE	3535
32	Texas, Oklahoma & Eastern Railroad Company	TOE	3536
33	Texas, Oklahoma & Eastern Railroad Company	TOE	3537
34	Texas, Oklahoma & Eastern Railroad Company	TOE	3538
35	Texas, Oklahoma & Eastern Railroad Company	TOE	3540
36	Texas, Oklahoma & Eastern Railroad Company	TOE	3541
37	Texas, Oklahoma & Eastern Railroad Company	TOE	3542
38	Texas, Oklahoma & Eastern Railroad Company	TOE	3543
39	Texas, Oklahoma & Eastern Railroad Company	TOE	3544
40	Texas, Oklahoma & Eastern Railroad Company	TOE	3545
41	Texas, Oklahoma & Eastern Railroad Company	TOE	3546
42	Texas, Oklahoma & Eastern Railroad Company	TOE	3547
43	Texas, Oklahoma & Eastern Railroad Company	TOE	3548
44	Texas, Oklahoma & Eastern Railroad Company	TOE	3549
45	Texas, Oklahoma & Eastern Railroad Company	TOE	3550
46	Texas, Oklahoma & Eastern Railroad Company	TOE	3551
47	Texas, Oklahoma & Eastern Railroad Company	TOE	3552
48	Texas, Oklahoma & Eastern Railroad Company	TOE	3553
49	Texas, Oklahoma & Eastern Railroad Company	TOE	3554
50	Texas, Oklahoma & Eastern Railroad Company	TOE	3555

<u>LINE NUMBER</u>	<u>DESCRIPTION</u>	<u>UNIT</u>	<u>AMOUNT</u>
51	Texas, Oklahoma & Eastern Railroad Company	TOE	3556
52	Texas, Oklahoma & Eastern Railroad Company	TOE	3557
53	Texas, Oklahoma & Eastern Railroad Company	TOE	3558
54	Texas, Oklahoma & Eastern Railroad Company	TOE	3559
55	Texas, Oklahoma & Eastern Railroad Company	TOE	3560
56	Texas, Oklahoma & Eastern Railroad Company	TOE	3561
57	Texas, Oklahoma & Eastern Railroad Company	TOE	3562
58	Texas, Oklahoma & Eastern Railroad Company	TOE	3563
59	Texas, Oklahoma & Eastern Railroad Company	TOE	3564
60	Texas, Oklahoma & Eastern Railroad Company	TOE	3565
61	Texas, Oklahoma & Eastern Railroad Company	TOE	3566
62	Texas, Oklahoma & Eastern Railroad Company	TOE	3567
63	Texas, Oklahoma & Eastern Railroad Company	TOE	3568
64	Texas, Oklahoma & Eastern Railroad Company	TOE	3569
65	Texas, Oklahoma & Eastern Railroad Company	TOE	3570
66	Texas, Oklahoma & Eastern Railroad Company	TOE	3571
67	Texas, Oklahoma & Eastern Railroad Company	TOE	3572
68	Texas, Oklahoma & Eastern Railroad Company	TOE	3573
69	Texas, Oklahoma & Eastern Railroad Company	TOE	3576
70	Texas, Oklahoma & Eastern Railroad Company	TOE	3576
71	Texas, Oklahoma & Eastern Railroad Company	TOE	3577
72	Texas, Oklahoma & Eastern Railroad Company	TOE	3578
73	Texas, Oklahoma & Eastern Railroad Company	TOE	3579
74	Texas, Oklahoma & Eastern Railroad Company	TOE	3582
75	Texas, Oklahoma & Eastern Railroad Company	TOE	3583
76	Texas, Oklahoma & Eastern Railroad Company	TOE	3584
77	Texas, Oklahoma & Eastern Railroad Company	TOE	3585
78	Texas, Oklahoma & Eastern Railroad Company	TOE	3586
79	Texas, Oklahoma & Eastern Railroad Company	TOE	3588
80	Texas, Oklahoma & Eastern Railroad Company	TOE	3589
81	Texas, Oklahoma & Eastern Railroad Company	TOE	3590
82	Texas, Oklahoma & Eastern Railroad Company	TOE	3591
83	Texas, Oklahoma & Eastern Railroad Company	TOE	3593
84	Texas, Oklahoma & Eastern Railroad Company	TOE	3594
85	Texas, Oklahoma & Eastern Railroad Company	TOE	3595
86	Texas, Oklahoma & Eastern Railroad Company	TOE	3596
87	Texas, Oklahoma & Eastern Railroad Company	TOE	3597
88	Texas, Oklahoma & Eastern Railroad Company	TOE	3599
89	Texas, Oklahoma & Eastern Railroad Company	TOE	3600
90	Texas, Oklahoma & Eastern Railroad Company	TOE	3601
91	Texas, Oklahoma & Eastern Railroad Company	TOE	3602
92	Texas, Oklahoma & Eastern Railroad Company	TOE	3603
93	Texas, Oklahoma & Eastern Railroad Company	TOE	3604
94	Texas, Oklahoma & Eastern Railroad Company	TOE	3607
95	Texas, Oklahoma & Eastern Railroad Company	TOE	3608
96	Texas, Oklahoma & Eastern Railroad Company	TOE	3609
97	Texas, Oklahoma & Eastern Railroad Company	TOE	3610
98	Texas, Oklahoma & Eastern Railroad Company	TOE	3611
99	Texas, Oklahoma & Eastern Railroad Company	TOE	3612
100	Texas, Oklahoma & Eastern Railroad Company	TOE	3614

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u>	
		<u>Reporting Mark</u>	
101	Texas, Oklahoma & Eastern Railroad Company	TOE	3615
102	Texas, Oklahoma & Eastern Railroad Company	TOE	3616
103	Texas, Oklahoma & Eastern Railroad Company	TOE	3617
104	Texas, Oklahoma & Eastern Railroad Company	TOE	3619
105	Texas, Oklahoma & Eastern Railroad Company	TOE	3620
106	Texas, Oklahoma & Eastern Railroad Company	TOE	3621
107	Texas, Oklahoma & Eastern Railroad Company	TOE	3622
108	Texas, Oklahoma & Eastern Railroad Company	TOE	3623
109	Texas, Oklahoma & Eastern Railroad Company	TOE	3624
110	Texas, Oklahoma & Eastern Railroad Company	TOE	3625

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/15/05



Robert W. Alvord