

FIRST UNION RAIL

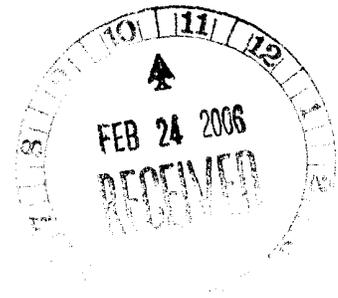
One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

RECORDATION NO. 22768-C FILED

FEB 24 '06

12-36 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

February 22, 2006

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 May 16, 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 22768. 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: Texas, Oklahoma & Eastern Railroad Co.
c/o Weyerhaeuser Company
33663 Weyerhaeuser Way South
Federal Way, WA 98003

A description of the railroad equipment covered by the enclosed document is eighty-eighty (88) 6269 cu. ft. 50'6" Plate "F" boxcars, 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 \$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

(TOE009)

ASSGN. NO.: TOE009

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of May, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Texas, Oklahoma & Eastern Railroad Company ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 17, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President, Sales & Marketing

Title: _____

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MANAGER OF DOCUMENTATION Executed on this 16th day of May, 2005.

[CORPORATE SEAL]

RECORDATION NO. 22768-C FILE

STATE OF ILLINOIS

FEB 24 '06 12-36 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of May, 2005.

Notary Public signature

My Commission Expires: 5-2008 (Notary Public)



LESSEE:

TEXAS, OKLAHOMA & EASTERN RAILROAD COMPANY

ATTEST:

By:

Name:

Title:

[Handwritten signature]
[Handwritten signature]
[Handwritten signature]

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Sevier

I, Gloria Jean Caldwell, a Notary Public of the County and State aforesaid, certify that G. D. Pentecost 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 27th day of April, 2005.

Gloria Jean Caldwell, Notary Public
Sevier County, Arkansas
My Commission Expires 9-14-2007

[Handwritten signature]
Notary Public

Commission Expires:

9-14-2007
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Eighty-eight (88)
- II. DESCRIPTION OF CARS: 50'6" Plate F Boxcars, 6269 cu. ft. with 12' plug doors, loading to 286,000 pounds. Car Type A406.

III. CAR NUMBERS:

NOKL 570421	NOKL 570599	NOKL 570653
NOKL 570422	NOKL 570600	NOKL 570654
NOKL 570423	NOKL 570602	NOKL 570655
NOKL 570424	NOKL 570607	NOKL 570656
NOKL 570425	NOKL 570608	NOKL 570657
NOKL 570426	NOKL 570609	NOKL 570658
NOKL 570427	NOKL 570611	NOKL 570659
NOKL 570428	NOKL 570617	NOKL 570660
NOKL 570429	NOKL 570618	NOKL 570661
NOKL 570430	NOKL 570619	NOKL 570662
NOKL 570431	NOKL 570620	NOKL 570669
NOKL 570432	NOKL 570621	NOKL 570675
NOKL 570433	NOKL 570622	NOKL 570676
NOKL 570434	NOKL 570628	NOKL 570677
NOKL 570436	NOKL 570629	NOKL 570678
NOKL 570438	NOKL 570630	NOKL 570679
NOKL 570439	NOKL 570632	NOKL 570680
NOKL 570440	NOKL 570638	NOKL 570683
NOKL 570441	NOKL 570639	NOKL 570685
NOKL 570442	NOKL 570640	NOKL 570687
NOKL 570443	NOKL 570641	NOKL 570689
NOKL 570444	NOKL 570642	NOKL 570690
NOKL 570445	NOKL 570643	NOKL 570691
NOKL 570446	NOKL 570644	NOKL 570693
NOKL 570447	NOKL 570646	NOKL 570694
NOKL 570448	NOKL 570647	NOKL 570695
NOKL 570573	NOKL 570648	NOKL 570697
NOKL 570582	NOKL 570649	NOKL 570698
NOKL 570583	NOKL 570651	
NOKL 570592	NOKL 570652	