

# 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. 22581-HHH FILED

APR 04 '06

4-34 PM

SURFACE TRANSPORTATION BOARD



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

March 31, 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 13, 2006, 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: RailAmerica, Inc  
5300 Broken Sound Blvd., NW  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is ninety-nine (99) 5127 cu. ft. capacity hopper cars marked PCN (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,

A handwritten signature in cursive script that reads 'Susan Grokulsky'.

Susan Grokulsky  
Manager of Documentation

Enclosures

(CSCD117)

ASSGN. NO. CSCD117

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

13<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13 day of March, 2006, 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. 111 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 26, 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

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulskey  
Name: SUSAN GROKULSKY

Title: MANAGER OF DOCUMENTATION Executed on this 13<sup>th</sup> day of March, 2006.

[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 13<sup>th</sup> day of March, 2006

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: *Sandra K. Franger*

Name: Sandra K. Franger

Title: VP - Contracts

**ATTEST:**

By: *David McCloud*

Name: David McCloud

Title: Manager Fleet

Executed on this 21st day of December, 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 her due execution of the foregoing Memorandum of Lease.

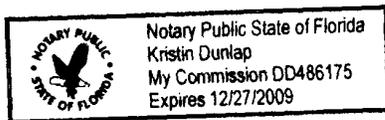
WITNESS my hand and official stamp or seal, this 21st day of Dec., 2005

*Kristin Dunlap*  
Notary Public

Commission Expires:

12-27-09

(Notary Public)



PERSONALLY KNOWN:  
PRODUCED I.D.:

*[Signature]*  
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**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Ninety-nine (99)

DESCRIPTION OF CARS:    5127 cubic foot capacity covered hopper cars, 286,000 TWR.

CAR NUMBERS:

PCN	003001	PCN	003036	PCN	003072
PCN	003002	PCN	003037	PCN	003073
PCN	003003	PCN	003038	PCN	003074
PCN	003004	PCN	003039	PCN	003075
PCN	003005	PCN	003040	PCN	003076
PCN	003006	PCN	003041	PCN	003077
PCN	003007	PCN	003042	PCN	003078
PCN	003008	PCN	003043	PCN	003079
PCN	003009	PCN	003044	PCN	003080
PCN	003010	PCN	003045	PCN	003081
PCN	003011	PCN	003046	PCN	003082
PCN	003012	PCN	003047	PCN	003083
PCN	003013	PCN	003048	PCN	003084
PCN	003014	PCN	003049	PCN	003085
PCN	003015	PCN	003050	PCN	003086
PCN	003016	PCN	003051	PCN	003087
PCN	003017	PCN	003052	PCN	003088
PCN	003018	PCN	003053	PCN	003089
PCN	003019	PCN	003054	PCN	003090
PCN	003020	PCN	003055	PCN	003091
PCN	003021	PCN	003056	PCN	003092
PCN	003022	PCN	003057	PCN	003093
PCN	003023	PCN	003058	PCN	003094
PCN	003024	PCN	003059	PCN	003095
PCN	003025	PCN	003060	PCN	003096
PCN	003026	PCN	003061	PCN	003097
PCN	003027	PCN	003062	PCN	003098
PCN	003028	PCN	003063	PCN	003099
PCN	003029	PCN	003064	PCN	003100
PCN	003030	PCN	003065	Count:	99
PCN	003031	PCN	003066		
PCN	003032	PCN	003067		
PCN	003033	PCN	003068		
PCN	003034	PCN	003069		
PCN	003035	PCN	003071		