

RECORDATION NO. 26288 FILED

APR 05 '06 1:01 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 5, 2006

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 Agreement, dated as of February 8, 2006, 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: Freightcar America, Inc.
17 Johns Street
Johnstown, PA 15901

Lessee: Grand River Dam Authority
P.O. Box 409
Vinita, Oklahoma 743017-0409

Mr. Vernon A. Williams
April 5, 2006
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A description of the railroad equipment covered by the enclosed document
is:

135 aluminum BethGon II railcars: MBKX 6668 – MBKX 6802.

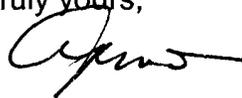
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

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 AGREEMENT
BETWEEN
FREIGHTCAR AMERICA, INC.
("LESSOR")**

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AND

**GRAND RIVER DAM AUTHORITY
("LESSEE")**

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SURFACE TRANSPORTATION BOARD

FEBRUARY 8, 2006

Memorandum of a Lease Agreement made and entered into as of February 8, 2006 by and between FreightCar America, Inc., a Delaware corporation, ("**Lessor**") and Grand River Dam Authority, organized and existing under the laws of the State of Oklahoma ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 135 FreightCar America built Aluminum BethGon II Railcars bearing marks and numbers as follows:

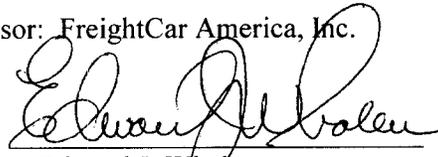
MBKX 6668 – 6802 (both inclusive)

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

Lessor: FreightCar America, Inc.

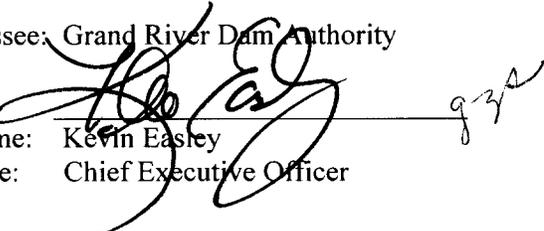
By: 

Name: Edward J. Whalen

Title: Senior Vice President Marketing and Sales

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its [board of directors] and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

Lessee: Grand River Dam Authority

By: 

Name: Kevin Easley

Title: Chief Executive Officer