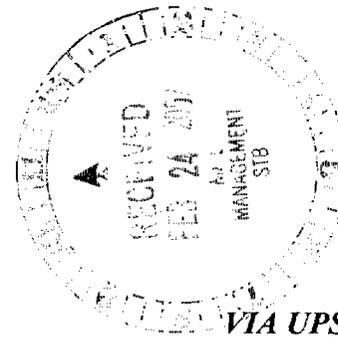


RECORDATION NO. 22581-NUN FILED

FEB 23 '07

3-30 PM

SURFACE TRANSPORTATION BOARD



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

## FIRST UNION RAIL

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

February 21, 2007

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 February 5, 2007, 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: Cascade and Columbia River Railroad Company  
5300 Broken Sound Blvd, NW  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is for one hundred two (102) 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 \$34.00 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) 384-5397.  
Thank you for your cooperation in this matter.

Very truly yours,

  
Marcia Dunne  
Rail Documentation Specialist

Enclosures

(CSCD111)

RECORDATION NO. 22581-NNN FILED

FEB 23 '07

3-30 PM

ASSGN. NO. CSCD111/CSCD111A

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5<sup>th</sup> day of February, 2007, 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. 106 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2006, 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  
VICE PRESIDENT SALES & MARKETING

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: \_\_\_\_\_

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 5<sup>th</sup> day of February, 2007.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, 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.

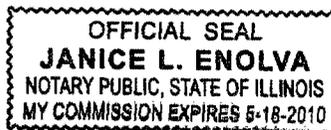
WITNESS my hand and official stamp or seal, this 5<sup>th</sup> day of February, 2007.

Janice L. Enolva  
Notary Public

My Commission Expires:

5-2010

(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: *TC Owen*

Name: Tom Owen

Title: Senior Vice President-Business Development

**ATTEST:**

By: *David McCloud*

Name: David McCloud

Title: Manager-Fleet

Executed on this 31<sup>st</sup> day of January, 2007.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

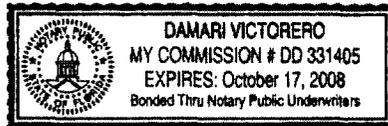
I, *Damari Victorero*, a Notary Public of the County and State aforesaid, certify that *Tom Owen* personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31<sup>st</sup> day of January, 2007

*Damari Victorero*  
Notary Public

Commission Expires:

*Oct 17, 2008*  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred two (102)

DESCRIPTION OF CARS: 4750 cu. ft. capacity covered hopper cars, 263 GRL.

CAR NUMBERS:

NOKL 818223	NOKL 824055	NOKL 830243
NOKL 820537	NOKL 824378	NOKL 830255
NOKL 820574	NOKL 824383	NOKL 830299
NOKL 820602	NOKL 826004	NOKL 830313
NOKL 820637	NOKL 826409	NOKL 830378
NOKL 820649	NOKL 826504	NOKL 830443
NOKL 821301	NOKL 826773	NOKL 830451
NOKL 821501	NOKL 826903	NOKL 830467
NOKL 821526	NOKL 827642	NOKL 830531
NOKL 821767	NOKL 827671	NOKL 830644
NOKL 821954	NOKL 827903	NOKL 830708
NOKL 821969	NOKL 827904	NOKL 830742
NOKL 821978	NOKL 827905	NOKL 830912
NOKL 821987	NOKL 827906	NOKL 831074
NOKL 821993	NOKL 827907	NOKL 832036
NOKL 822004	NOKL 828026	NOKL 832177
NOKL 822025	NOKL 828247	NOKL 832324
NOKL 822300	NOKL 828268	NOKL 832354
NOKL 822325	NOKL 828408	NOKL 832360
NOKL 822339	NOKL 828429	NOKL 832476
NOKL 822344	NOKL 828455	NOKL 832688
NOKL 822355	NOKL 828511	NOKL 832701
NOKL 822356	NOKL 828597	NOKL 832969
NOKL 822407	NOKL 828634	NOKL 833023
NOKL 822444	NOKL 828680	Count: 102
NOKL 822476	NOKL 828735	
NOKL 822478	NOKL 828792	
NOKL 822482	NOKL 828906	
NOKL 822492	NOKL 829399	
NOKL 822500	NOKL 829430	
NOKL 822502	NOKL 829504	
NOKL 822505	NOKL 829846	
NOKL 822515	NOKL 830010	
NOKL 823008	NOKL 830016	
NOKL 823117	NOKL 830017	
NOKL 823316	NOKL 830212	
NOKL 823396	NOKL 830216	
NOKL 823407	NOKL 830224	
NOKL 823449	NOKL 830227	