

RECORDATION NO. 26883 FILED

MAR 27 '07

3-49 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

VIA UPS 2nd DAY AIR

March 23, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
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 8, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Roseburg Forest Products
10599 Old Highway 99 South
P. O. Box 1088
Roseburg, OR 97470

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4397 cu. ft. boxcars 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.

Sincerely,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(ROFO001)

ASSGN. NO.: ROFO001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of March, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Roseburg Forest Products ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 14, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 15, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 8th day of March, 2007.

[CORPORATE SEAL]

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STATE OF ILLINOIS

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 8th day of March, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

ROSEBURG FOREST PRODUCTS

ATTEST:

By: William H. Smoak Jr.

Name: William H. Smoak Jr.

Title: Treasurer

By: Jeffrey Stuckey

Name: Jeffrey Stuckey

Title: Director of Planning

Executed on this 14 day of February, 2007.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Douglas

I, Lisa L. Fairchild, a Notary Public of the County and State aforesaid, certify that William H. Smoak Jr. personally appeared before me this day and acknowledged him/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14 day of February, 2007.

Lisa L. Fairchild
Notary Public

Commission Expires:

2/4/08

(Notary Public)

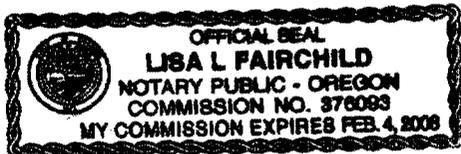


EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Twenty-five (25)
- II. DESCRIPTION OF CARS: 50' 6" inside length, 4397 cu. ft., 100-ton all-door boxcars, 1976 built, AAR car type code L047
- III. CAR NUMBERS:
- | | | |
|-------------|-------------|-------------|
| NOKL 504702 | NOKL 504738 | NOKL 504765 |
| NOKL 504703 | NOKL 504739 | NOKL 504768 |
| NOKL 504704 | NOKL 504749 | NOKL 504775 |
| NOKL 504710 | NOKL 804752 | NOKL 504776 |
| NOKL 504724 | NOKL 504758 | NOKL 504776 |
| NOKL 504728 | NOKL 504761 | NOKL 504780 |
| NOKL 504731 | NOKL 504762 | NOKL 504781 |
| NOKL 504734 | NOKL 504764 | NOKL 504783 |
| | | NOKL 504784 |