

RECORDATION NO 22768-6 FILED

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3-23 PM

SURFACE TRANSPORTATION BOARD



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

July 6, 2007

## FIRST UNION RAIL

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

Tel. 847.318.7575  
Fax. 847.318.7588

Mr. Vernon E. 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 one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated June 14, 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 Surface Transportation Board 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 fifty-six (56) 50'6" Plate F 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 \$35.00 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

(TOE010)

ASSGN: TOE010

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14<sup>th</sup> day of June, 2007 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. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October, 13, 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  
Vice President Sales & Marketing

By: Susan Crokulsy  
Name: SUSAN CROKULSKY

Title:

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 14<sup>th</sup> day of June, 2007.

[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 14<sup>th</sup> day of June, 2007.

Notary Public

My Commission Expires:  
5-2008  
(Notary Public)

[Signature]

LESSEE:

TEXAS, OKLAHOMA & EASTERN RAILROAD COMPANY

By: [Signature]  
Name: [Signature]  
Title: Vice Pres / Gen. Mgr.

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Sevier

I, Gloria Jean Caldwell, a Notary Public of the County and State aforesaid, certify that J. D. Ventreski 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 12<sup>th</sup> day of July, 2005.

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

Gloria Jean Caldwell  
Notary Public

Commission Expires:

9-14-2007  
(Notary Public)

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

**NUMBER OF CARS:** Fifty-six (56)

**DESCRIPTION OF CARS:** 50'6" Plate F Boxcars, 6269 cu.ft. with 12' plug doors, loading to 286,000 pounds

**CAR NUMBERS:**

NOKL 570251	NOKL 570348
NOKL 570260	NOKL 570352
NOKL 570262	NOKL 570359
NOKL 570263	NOKL 570360
NOKL 570264	NOKL 570364
NOKL 570265	NOKL 570367
NOKL 570268	NOKL 570369
NOKL 570273	NOKL 570370
NOKL 570274	NOKL 570374
NOKL 570275	NOKL 570375
NOKL 570282	NOKL 570377
NOKL 570283	NOKL 570380
NOKL 570291	NOKL 570383
NOKL 570294	NOKL 570387
NOKL 570295	NOKL 570393
NOKL 570298	NOKL 570398
NOKL 570301	NOKL 570399
NOKL 570310	NOKL 570400
NOKL 570321	NOKL 570401
NOKL 570323	NOKL 570403
NOKL 570327	NOKL 570405
NOKL 570332	NOKL 570406
NOKL 570335	NOKL 570407
NOKL 570337	NOKL 570409
NOKL 570338	NOKL 570416
NOKL 570339	NOKL 570417
NOKL 570341	NOKL 570418
NOKL 570346	NOKL 570419