

# FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com



RECORDATION NO. 22581-999 FILED 9 VIA UPS 2<sup>nd</sup> DAY AIR  
October 12, 2007

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

OCT 16 '07 -4 5 0 PM

SURFACE TRANSPORTATION BOARD

**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 September 21, 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 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
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 seventy five (75) 4750 cu. ft. capacity covered hopper cars, with NOKL and PCN 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

OCT 16 '07 -4 5 0 PM

ASSGN. NO.: CSCD129

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of September, 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. 123 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2007, 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 E. Seymour

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

By: Susan Grobkulsky

Name: SUSAN GROBKULSKY

Title: ASST. DIRECTOR OF DOCUMENTATION Executed on this 21<sup>st</sup> day of September, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD E. 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 21<sup>st</sup> day of September, 2007.

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-18-2008  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD COMPANY.

By: *J. E. Giles*  
Name: JE GILES  
Title: CEO

**ATTEST:**

By: *David McCloud*  
Name: David McCloud  
Title: Manager Fleet

Executed on this 11<sup>TH</sup> day of September, 2007.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

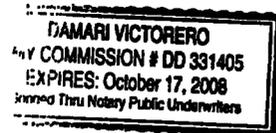
I, *Damaris Victorero*, a Notary Public of the County and State aforesaid, certify that *John E. Giles* personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11<sup>th</sup> day of September, 2007.

*Damaris Victorero*  
Notary Public

Commission Expires:

10/17/2007  
(Notary Public)



**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS:       Seventy-five (75)

DESCRIPTION OF CARS: 4750 cu. ft. capacity covered hopper cars with 263 GWR.

CAR NUMBERS:

NOKL 822499	PCN 005148
NOKL 822509	PCN 005150
NOKL 822513	PCN 005151
NOKL 822514	PCN 005152
NOKL 822517	PCN 005154
NOKL 822521	PCN 005155
NOKL 822522	PCN 005156
NOKL 822523	PCN 005158
NOKL 822763	PCN 005159
NOKL 822788	PCN 005160
NOKL 822801	PCN 005171
NOKL 822817	PCN 005172
NOKL 822835	PCN 005176
NOKL 822951	PCN 005178
NOKL 822952	PCN 005179
NOKL 827152	PCN 005181
NOKL 827281	PCN 005183
NOKL 827310	PCN 005185
NOKL 827321	PCN 005186
NOKL 827333	PCN 005187
NOKL 827370	PCN 005188
NOKL 827373	PCN 005189
NOKL 827377	PCN 005190
NOKL 827380	PCN 005191
NOKL 827389	PCN 005193
NOKL 827958	PCN 005194
NOKL 827966	PCN 005195
PCN 001166	PCN 005197
PCN 001167	PCN 005198
PCN 001168	PCN 005201
PCN 001169	PCN 005218
PCN 001170	PCN 005234
PCN 001171	PCN 005235
PCN 001172	PCN 005236
PCN 001173	PCN 005237
PCN 001174	PCN 005238
PCN 001175	
PCN 005143	
PCN 005147	