

JUL 28 '09

2-46 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

JUL 28 2009
RECEIVED
VIA UPS 2nd DAY AIR
July 24, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

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 June 18, 2008, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Cascade and Columbia River Railroad Co. 7411 Fullerton Street Suite 300 Jacksonville, FL 32256</p>
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A description of the railroad equipment covered by the enclosed document is for ninety eight (98) 61' 100 ton, flat 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 \$41.00 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
Senior Documentation Specialist

Enclosures

JUL 28 '09 2-46 PM

ASSGN. NO.: CSCD143

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of JUNE, 2008, 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. 136 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 18, 2008, 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 & M^{KTG}
Title: _____

By: Susan Grokulsky
Name: SUSAN GROKULSKY
ASST DIRECTOR OF
Title: DOCUMENTATION

Executed on this 18th day of JUNE, 2008.

[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 18th day of June, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:
6-2012
(Notary Public)

LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Charles M. Patterson

Name: Charles M. Patterson

Title: Vice-President

ATTEST:

By: David McCloud

Name: David McCloud

Title: Manager-Fleet

Executed on this 11th day of June, 2008.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

I, Damari Victorero, a Notary Public of the County and State aforesaid, certify that Charles Patterson 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 11th day of June, 2008.

Damari Victorero
Notary Public

Commission Expires:

Oct 17, 2008
(Notary Public)

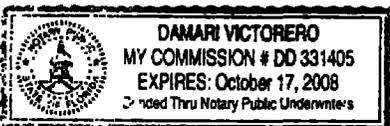


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-eight (98)

DESCRIPTION OF CARS: 61', 100-ton, 268,000 GRL Bulkhead Flatcar

CAR NUMBERS:

NOKL 725019	NOKL 725133	NOKL 725169
NOKL 725034	NOKL 725134	NOKL 725170
NOKL 725039	NOKL 725135	NOKL 725171
NOKL 725100	NOKL 725136	NOKL 725172
NOKL 725101	NOKL 725137	NOKL 725173
NOKL 725102	NOKL 725138	NOKL 725174
NOKL 725103	NOKL 725139	NOKL 725175
NOKL 725104	NOKL 725140	NOKL 725176
NOKL 725105	NOKL 725141	NOKL 725177
NOKL 725106	NOKL 725142	NOKL 725178
NOKL 725107	NOKL 725143	NOKL 725179
NOKL 725108	NOKL 725144	NOKL 725180
NOKL 725109	NOKL 725145	NOKL 725181
NOKL 725110	NOKL 725146	NOKL 725182
NOKL 725111	NOKL 725147	NOKL 725183
NOKL 725112	NOKL 725148	NOKL 725184
NOKL 725113	NOKL 725149	NOKL 725185
NOKL 725114	NOKL 725150	NOKL 725186
NOKL 725116	NOKL 725151	NOKL 725187
NOKL 725118	NOKL 725152	NOKL 725188
NOKL 725119	NOKL 725153	NOKL 725189
NOKL 725120	NOKL 725154	NOKL 725190
NOKL 725121	NOKL 725155	NOKL 725191
NOKL 725122	NOKL 725156	NOKL 725192
NOKL 725123	NOKL 725157	NOKL 725193
NOKL 725124	NOKL 725159	NOKL 725194
NOKL 725125	NOKL 725160	NOKL 725195
NOKL 725126	NOKL 725161	NOKL 725196
NOKL 725127	NOKL 725162	NOKL 725197
NOKL 725128	NOKL 725163	NOKL 725198
NOKL 725129	NOKL 725164	Count: 98
NOKL 725130	NOKL 725165	
NOKL 725131	NOKL 725166	
NOKL 725132	NOKL 725167	