

RECORDATION NO. 22581-uuw FILED

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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
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www.firstunionrail.com

VIA UPS 2nd DAY AIR

July 22, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 July 12, 2011, 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 primary Recordation Number 22581. The names and addresses of the parties to the enclosed document are:

| | |
|---|--|
| <p>Lessor/Manager: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p> | <p>Lessee: Cascade and Columbia River Railroad c/o RailAmerica, Inc. 7411 Fullerton St., Suite 300 Jacksonville, FL 32256</p> |
|---|--|

Owner of cars in Group 2: ATEL Leasing Corporation
600 California Street, 6th Floor
San Francisco, California 94108

A description of the railroad equipment covered by the enclosed document is for thirty-one (31) hopper cars; having 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.

Best regards,


Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(CSCDI63)

JUL 26 '11 -11 27 AM

ASSGN. NO. CSCD163

MEMORANDUM OF LEASE

JOURNAL TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of July, 2011 by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A in Group 2, and Cascade and Columbia River Railroad Company ("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. 156 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 14, 2010 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

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, as Lessor of Cars in Group 1, and as Manager for ATEL Leasing Corporation of Cars in Group 2

ATTEST:

By: [Signature]
Name: John J. Thomas
Title: President

By: [Signature]
Name: SUSAN GOKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 12th day of July, 2011

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

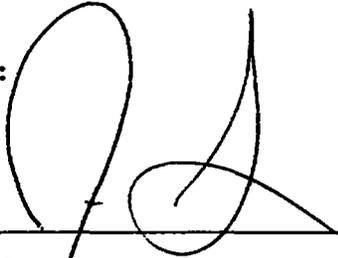
WITNESS my hand and official stamp or seal, this 12th day of July, 2011.

[Signature]
Notary Public

My Commission Expires: 6-2012
(Notary Public)



LESSEE:



By: _____

Name: JAMES SHEFELBINE

Title: VP - MARKETING

ATTEST:

By: David McCloud

Name: David McCloud

Title: Director Fleet Mgt.

Executed on this 6TH day of July, 2011.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Shefelbine 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 6th day of July, 2011.

Bonnie D. Hatfield
Notary Public

Commission Expires:

10/30/2011
(Notary Public)

BONNIE D. HATFIELD
Notary Public, State of Florida
My comm expires Oct. 30, 2011
Comm No DD 730296

EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-one (31)

DESCRIPTION OF CARS: 4750 cu. ft. capacity, covered hopper Cars equipped with gravity gates and trough hatches, 263-268 GRL.

CAR NUMBERS: Group 1 - Cars owned by First Union Rail Corporation

NOKL 000053
NOKL 000073
NOKL 818933
NOKL 818938
NOKL 819027
NOKL 819092
NOKL 819097
NOKL 820645
NOKL 821993
NOKL 823891
NOKL 824006
NOKL 824021
NOKL 824040
NOKL 827388
NOKL 830429
NOKL 832055
NOKL 832133
NOKL 832384
NOKL 832431
NOKL 832540
NOKL 832676
NOKL 833012
Count: 22

Group 2 - Cars owned by ATEL Leasing Corporation

NOKL 834128
NOKL 834170
NOKL 834195
NOKL 834355
NOKL 834426
NOKL 834470
NOKL 834547
NOKL 834567
NOKL 834653
Count: 9