

FIRST UNION RAIL

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

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www.firstunionrail.com

VIA UPS 2nd DAY AIR

August 25, 2011

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

RECORDATION NO. 25581-A FILED

AUG 29 '11 -2 4 8 PM

SURFACE TRANSPORTATION BOARD

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 August 23, 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 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 Co.
7411 Fullerton Street
Suite 300
Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is for fourteen (14) gondola cars; having RSS 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 Rail Documentation Specialist

Enclosures

ASSGN. NO. CSCD153

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of August, 2011, 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. 146 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 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: [Signature]
Name: K.A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: JOHN J. THOMAS
Title: PRESIDENT

Executed on this 23rd day of August, 2011.

[CORPORATE SEAL]

RECORDATION NO. 25581-A FILED

STATE OF ILLINOIS
COUNTY OF COOK

AUG 29 '11 -2 4 8 PM

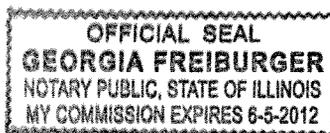
SURFACE TRANSPORTATION BOARD

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 23rd day of August, 2011.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: _____

Name: JAMES SHEPHERDSON

Title: VP-MARKETING

ATTEST:

By: David McCloud

Name: David McCloud

Title: Director Fleet Mgt.

Executed on this 18TH day of August, 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 Shepherdson 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 August, 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: Fourteen (14)

DESCRIPTION OF CARS: 52'6", 100-ton truck, 2494 cu. ft. capacity gondola cars.

CAR NUMBERS:

RSS	002002
RSS	002013
RSS	002015
RSS	002017
RSS	002019
RSS	002021
RSS	002027
RSS	002028
RSS	002032
RSS	002033
RSS	002036
RSS	002037
RSS	002038
RSS	002049
Count:	14