

RECORDATION NO. 22581-YYY FILED

SEP 12 11 -2 25 PM

~~SURFACE TRANSPORTATION BOARD~~

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

September 7, 2011

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

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:

<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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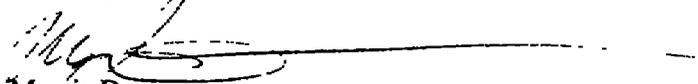
A description of the railroad equipment covered by the enclosed document is for one hundred twenty-three (123) hopper cars; having NOKL marks (see Exhibit A for car numbers).

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.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

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ASSGN. NO. CSCD167-A

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

53rd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th 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. 160 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 20, 2010, 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: K.A. Dombrowski
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]

STATE OF ILLINOIS
COUNTY OF COOK

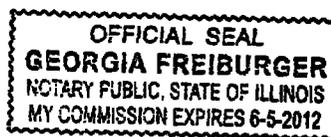
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 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 STEFELBINE

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 Dual Florida

COUNTY OF Dual

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Stefelbine 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: One hundred twenty-three (123)

DESCRIPTION OF CARS: 4750 cubic foot capacity, Covered Hopper Cars equipped with gravity gates and trough hatches with 263-268 GRL.

CAR NUMBERS:

NOKL 000052	NOKL 818471	NOKL 827248	NOKL 827295
NOKL 000059	NOKL 818473	NOKL 827252	NOKL 827297
NOKL 000066	NOKL 818474	NOKL 827253	NOKL 827299
NOKL 000074	NOKL 818475	NOKL 827254	NOKL 827304
NOKL 000101	NOKL 818476	NOKL 827255	NOKL 827306
NOKL 000115	NOKL 822243	NOKL 827256	NOKL 827387
NOKL 000123	NOKL 823973	NOKL 827260	NOKL 827391
NOKL 003003	NOKL 824145	NOKL 827261	NOKL 827392
NOKL 003007	NOKL 824182	NOKL 827262	NOKL 828123
NOKL 003021	NOKL 826082	NOKL 827263	NOKL 828125
NOKL 003026	NOKL 826575	NOKL 827264	NOKL 828128
NOKL 003028	NOKL 827166	NOKL 827265	NOKL 828130
NOKL 003035	NOKL 827167	NOKL 827266	NOKL 828131
NOKL 003087	NOKL 827168	NOKL 827267	NOKL 828133
NOKL 003106	NOKL 827170	NOKL 827268	NOKL 828137
NOKL 003128	NOKL 827171	NOKL 827269	NOKL 828139
NOKL 003132	NOKL 827175	NOKL 827270	NOKL 828140
NOKL 003143	NOKL 827177	NOKL 827271	NOKL 828143
NOKL 003173	NOKL 827179	NOKL 827272	NOKL 828144
NOKL 003179	NOKL 827180	NOKL 827273	NOKL 828152
NOKL 003200	NOKL 827182	NOKL 827274	NOKL 828262
NOKL 003238	NOKL 827183	NOKL 827275	NOKL 828410
NOKL 003244	NOKL 827184	NOKL 827276	NOKL 828935
NOKL 003248	NOKL 827188	NOKL 827278	NOKL 829416
NOKL 003313	NOKL 827189	NOKL 827279	NOKL 830355
NOKL 003317	NOKL 827191	NOKL 827280	NOKL 830571
NOKL 003326	NOKL 827210	NOKL 827282	NOKL 830578
NOKL 003346	NOKL 827240	NOKL 827287	NOKL 830616
NOKL 003360	NOKL 827241	NOKL 827290	
NOKL 099128	NOKL 827242	NOKL 827294	
NOKL 099131	NOKL 827242		
NOKL 099133	NOKL 827246		
NOKL 818470	NOKL 827247		