

SEP 12 '11 -3 42 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 2<sup>nd</sup> DAY AIR**

September 6, 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:

**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 one hundred (100) gondola 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

ASSGN. NO. CSCD165

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as STATION BOARD 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. 158 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 23, 2011 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]

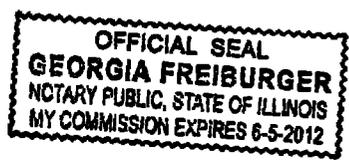
STATE OF ILLINOIS  
COUNTY OF COOK

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 SHEFFERLINE

Title: VP-MARKETING

ATTEST:

By: David McCloud

Name: David McCloud

Title: Director Fleet Mgt.

Executed on this 18<sup>TH</sup> 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 Sheffeline 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 18<sup>th</sup> 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 (100)

DESCRIPTION OF CARS: Gondolas

CAR NUMBERS:

NOKL	314908	NOKL	320831	NOKL	320984
NOKL	314913	NOKL	320832	NOKL	320985
NOKL	314919	NOKL	320833	NOKL	320987
NOKL	314920	NOKL	320834	NOKL	320990
NOKL	314923	NOKL	320835	NOKL	320992
NOKL	315111	NOKL	320836	NOKL	320999
NOKL	315202	NOKL	320837	NOKL	321020
NOKL	315208	NOKL	320838	NOKL	321026
NOKL	315308	NOKL	320839	NOKL	321030
NOKL	315614	NOKL	320840	NOKL	321040
NOKL	316051	NOKL	320841	NOKL	321043
NOKL	316057	NOKL	320842	NOKL	321569
NOKL	316058	NOKL	320843	NOKL	321575
NOKL	316065	NOKL	320844	NOKL	321576
NOKL	316069	NOKL	320845	NOKL	321580
NOKL	316089	NOKL	320846	NOKL	321583
NOKL	320080	NOKL	320847	NOKL	321585
NOKL	320082	NOKL	320848	NOKL	321587
NOKL	320130	NOKL	320849	NOKL	321589
NOKL	320173	NOKL	320850	NOKL	321590
NOKL	320189	NOKL	320851	NOKL	321591
NOKL	320195	NOKL	320852	NOKL	321595
NOKL	320198	NOKL	320853	NOKL	321596
NOKL	320775	NOKL	320854	NOKL	321598
NOKL	320779	NOKL	320855	NOKL	321608
NOKL	320786	NOKL	320856	NOKL	321782
NOKL	320789	NOKL	320857	NOKL	321791
NOKL	320796	NOKL	320858	NOKL	322001
NOKL	320824	NOKL	320859	NOKL	322082
NOKL	320825	NOKL	320932	NOKL	322083
NOKL	320827	NOKL	320959	NOKL	322127
NOKL	320828	NOKL	320971	NOKL	322274
NOKL	320829	NOKL	320972	Count:	100
NOKL	320830	NOKL	320977		