

RECORDATION NO. 22581-EEEE FILED

SEP 12 '11 -3 49 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 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 forty-one (41) flat 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

(CSCD172)

ASSGN. NO. CSCD172

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

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. 165 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 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: [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

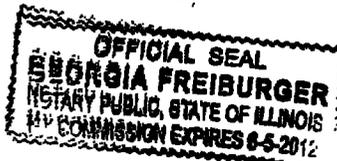
COUNTY OF COOK

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: [Signature]

Name: JAMES SHEFELBINE

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 Shefelbine 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:           Forty-one (41)

DESCRIPTION OF CARS:    61' bulkhead flat cars

CAR NUMBERS:

NOKL 725003	NOKL 725332
NOKL 725008	NOKL 725333
NOKL 725011	NOKL 725334
NOKL 725012	NOKL 725335
NOKL 725013	NOKL 725336
NOKL 725020	NOKL 725337
NOKL 725021	NOKL 725338
NOKL 725074	NOKL 725339
NOKL 725077	NOKL 725340
NOKL 725200	NOKL 725341
NOKL 725208	NOKL 725342
NOKL 725213	NOKL 725343
NOKL 725222	NOKL 725344
NOKL 725236	NOKL 725345
NOKL 725310	NOKL 725346
NOKL 725311	NOKL 725347
NOKL 725320	NOKL 725351
NOKL 725327	NOKL 725353
NOKL 725328	NOKL 725363
NOKL 725329	NOKL 725376
NOKL 725330	