

SEP 12 '11 -4 00 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:

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

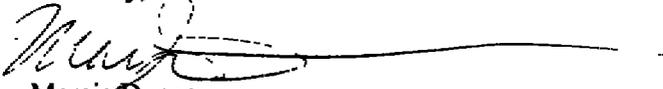
A description of the railroad equipment covered by the enclosed document is for thirty (30) boxcars; having NOKL marks (see Exhibit A for car numbers).

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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ASSIGN. NO.: CSCD182

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, Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 15, 1997, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 175 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 1, 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: R. 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.

ATTEST:

By: \_\_\_\_\_  
Name: JAMES STEFELBINE  
Title: VP-MARKETING

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 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 18<sup>th</sup> day of August, 2011.

Bonnie D. Hatfield  
Notary Public

My Commission Expires:

10-30-2011  
(Notary Public)

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

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Thirty (30)

DESCRIPTION OF CARS:    Boxcars

CAR NUMBERS:

NOKL 560808  
NOKL 560811  
NOKL 560823  
NOKL 560832  
NOKL 560833  
NOKL 560837  
NOKL 560858  
NOKL 560864  
NOKL 560865  
NOKL 560867  
NOKL 560885  
NOKL 560893  
NOKL 560912  
NOKL 560915  
NOKL 560927  
NOKL 560931  
NOKL 560933  
NOKL 560934  
NOKL 560939  
NOKL 560941  
NOKL 560945  
NOKL 560950  
NOKL 560960  
NOKL 560969  
NOKL 560972  
NOKL 560976  
NOKL 560981  
NOKL 560994  
NOKL 560995  
NOKL 560999