

RECORDATION NO. 22581 ^{NNNN} FILED

AUG 24 '12 -3 27 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

August 22, 2012

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 July 19, 2012, 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
----------------	--	----------------	---

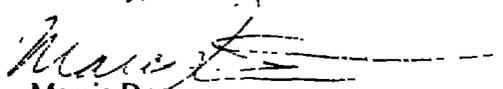
A description of the railroad equipment covered by the enclosed document is for thirty-five (35) hopper cars; having NOKL marks (see Exhibit A for car numbers)

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 Documentation Specialist

Enclosures

(CSCD195)

AUG 24 '12 -3 27 PM

ASSGN. NO.: CSCD195

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of July, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and 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. 188 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 6, 2012, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Georgia Treiburger
Name: GEORGIA TREIBURGER

Title: MGR. OF DOCUMENTATION Executed on this 19th day of July, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of July, 2012

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2012
(Notary Public)

LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

ATTEST.

By: _____

Name: JAMES SHOFARBINE

Title: VP-MANAGEMENT

By: Kathy Harayda

Name: Kathy Harayda

Title: Sr. Fleet Management Analysis

Executed on this 13th day of July, 2012

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Shofarbine personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of July, 2012.

Bonnie D. Hatfield
Notary Public

Commission Expires:

10-30-2015
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

1	NOKL	820534
2	NOKL	820580
3	NOKL	820608
4	NOKL	820614
5	NOKL	820618
6	NOKL	820629
7	NOKL	820639
8	NOKL	820798
9	NOKL	820846
10	NOKL	822299
11	NOKL	822348
12	NOKL	822511
13	NOKL	822967
14	NOKL	823452
15	NOKL	824542
16	NOKL	824601
17	NOKL	824607
18	NOKL	824633
19	NOKL	824640
20	NOKL	825036
21	NOKL	825316
22	NOKL	825352
23	NOKL	825881
24	NOKL	827726
25	NOKL	828049
26	NOKL	828541
27	NOKL	829201
28	NOKL	829213
29	NOKL	829882
30	NOKL	830260
31	NOKL	830448
32	NOKL	830552
33	NOKL	830716
34	NOKL	830724
35	NOKL	833332