

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR



October 6, 1999



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22460 FILED

Re: Memorandum of Lease Agreement

OCT 18 '99

9-30AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 23, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade Warehouse, Inc.
1625 Front Street N.E.
Salem, OR 97303

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

(CAWI002)

ASSIGN: ~~CAWI001/002~~ CAWI002

RECORDATION NO. 22460 FILED

MEMORANDUM OF LEASE

OCT 18 '99

9-30AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of December, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade Warehouse, Inc., an Oregon corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 23, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 1st day of Sept., 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public in and for said state and county, certify that RICHARD F. SEYMOUR 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 1st day of September 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

CASCADE WAREHOUSE, INC.

By: Scott W Cant

Name: Scott W Cantonwine

Title: President

ATTEST:

By: _____

Name: _____

Title: _____ Executed on this ____ day of _____, 1998.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Marion

I, Georjan Bridger, a Notary Public in and for said state and county, certify that scott w cantonwine 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 9th day of September, ~~1998.~~ 1999

Georjan Bridger
Notary Public

My Commission Expires:

8-4-2003
(Notary Public)



EXHIBIT A
TO
MEMORANDUM OF LEASE

DESCRIPTION OF CARS: Thirty (30) 73' Centerbeam Flat Cars

CAR NUMBERS: See below:

CBRY	1355
CBRY	1356
CBRY	1357
CBRY	1358
CBRY	1359
NOKL	730396
NOKL	730398
NOKL	730399
NOKL	730526
NOKL	730527
NOKL	730528
NOKL	730530
NOKL	730532
NOKL	730533
NOKL	730534
NOKL	730535
NOKL	730536
NOKL	730537
NOKL	730538
NOKL	730539
NOKL	730540
NOKL	730541
NOKL	730542
NOKL	730543
NOKL	730544
NOKL	730545
NOKL	730546
NOKL	730547
NOKL	730548
NOKL	730549

Count: 30