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SURFACE TRANSPORTATION BOARD

February 11, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Section Chief:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and one copy of Memorandum of Railcar Lease Agreement, dated January 16, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Tealinc, Ltd.  
1606 Rosebud Creek Road  
Forsyth, MT 59327

Lessee: McFarland Cascade Holdings, Inc.  
PO Box 1496  
Tacoma, WA 98401-1496

A description of the railroad equipment covered by the enclosed document is:

Twenty-Five (25) flat deck railcars with the numbers JOBX 8607 - 8631 as more particularly set forth in the schedule attached to the document.

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1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

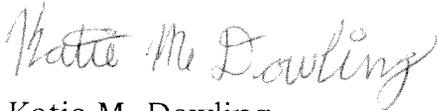
A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is our check in the amount of \$43.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped copy of the enclosed document to the undersigned.

Sincerely,



Katie M. Dowling

/tl

Enclosures

EXHIBIT B - MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of Jan 16 2015 by and between Tealine, Ltd. ("Lessor") a Montana corporation and McFarland Cascade Holdings, Inc. a subsidiary of Stella-Jones ("Lessee") a Washington corporation, with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. **070314** dated **September 18, 2014** between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. **11615** to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the flat deck Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

**LESSEE:**

**McFarland Cascade Holdings, Inc.,**  
A subsidiary of Stella-Jones

By: [Signature]  
Print Name: Cesar Lameronte  
Title: President - Vice President

Address: P.O. Box 1496  
Tacoma, WA 98401-1496  
Phone: 253-572-3033  
Facsimile: 253-798-5863

**LESSOR:**

**Tealine, Ltd.**

By: [Signature]  
Print Name: Darell J. Luther  
Title: President

Address: 1606 Rosebud Creek Road  
Forsyth, MT 59327  
Phone: (406) 347-5237  
Facsimile: (406) 347-5239

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SURFACE TRANSPORTATION BOARD

EXHIBIT A  
To  
MEMORANDUM OF RAILCAR LEASE AGREEMENT

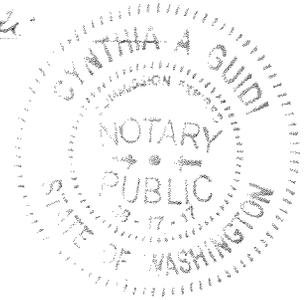
| Current Car Mark | Current Car Number | New Car Mark | New Car Number |
|------------------|--------------------|--------------|----------------|
| NAFX             | 14230              | JOBX         | 8607           |
| NAFX             | 14231              | JOBX         | 8608           |
| NAFX             | 14232              | JOBX         | 8609           |
| NAFX             | 14233              | JOBX         | 8610           |
| NAFX             | 14234              | JOBX         | 8611           |
| NAFX             | 14235              | JOBX         | 8612           |
| NAFX             | 14236              | JOBX         | 8613           |
| NAFX             | 14237              | JOBX         | 8614           |
| NAFX             | 14238              | JOBX         | 8615           |
| NAFX             | 14239              | JOBX         | 8616           |
| NAFX             | 14240              | JOBX         | 8617           |
| NPGX             | 4100               | JOBX         | 8618           |
| NPGX             | 4101               | JOBX         | 8619           |
| NPGX             | 4102               | JOBX         | 8620           |
| NPGX             | 4103               | JOBX         | 8621           |
| NPGX             | 4104               | JOBX         | 8622           |
| NPGX             | 4105               | JOBX         | 8623           |
| NPGX             | 4106               | JOBX         | 8624           |
| NPGX             | 4107               | JOBX         | 8625           |
| NPGX             | 4108               | JOBX         | 8626           |
| NPGX             | 4109               | JOBX         | 8627           |
| NPGX             | 4110               | JOBX         | 8628           |
| NPGX             | 4111               | JOBX         | 8629           |
| NPGX             | 4112               | JOBX         | 8630           |
| NPGX             | 4113               | JOBX         | 8631           |

STATE OF Washington )  
 ) ss.  
COUNTY OF Perce )

On this 23<sup>rd</sup> day of January, 2015, before me personally appeared Kevin Cornerford to me personally known, who being by me duly sworn, says that he is the Vice President of McFarland Cascade Holdings, Inc. a subsidiary of Stella-Jones, that the foregoing instrument was signed on behalf of said corporation for and on behalf of itself and its subsidiaries which may perform thereunder, and he acknowledged that the execution of the said instrument was his free act and deed.

Cynthia A. Guidi  
NOTARY PUBLIC

My commission expires: 08/17/17



STATE OF Montana )  
 ) ss.  
COUNTY OF Rosebud )

On this 23<sup>rd</sup> day of January, 2015, before me personally appeared Darell J. Luther, to me personally known, who being by me duly sworn, says that s he is the President of Tealine, Ltd., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Katie M Dowling  
NOTARY PUBLIC

My commission expires: 11/19/18

