



CORPORATION SERVICE COMPANY

RECORDATION NO. 23277-C FILED

SEP 25 '06

4:17 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703

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1-800-927-9801 Ext 3813  
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea Ext 3813

Date: September 22, 2006

Order#: 474352/005

Re: CEFX95102-CEFX96090 GLACIER NORTHWEST

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 10/06/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to our office.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Lessor:  
The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20th Floor  
New York, NY 10036

Lessee:  
Glacier Northwest  
5050 1st Avenue South  
Seattle, WA 98134



**CORPORATION SERVICE COMPANY**

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures: 1

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14 day of November, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and GLACIER NORTHWEST, a Washington corporation, with an address at ~~4636 East Marginal Way S, Suite B140~~, Seattle, WA 98134 (the "Lessee" and, together with the Lessor, the "Parties"). 5050 1st Ave South

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 16, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease filed with the Surface Transportation Board on December 22, 2000 as recordation number 23277.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, and the respective interests therein of the parties and a description of the equipment (the "Equipment") as set forth on Schedule A hereto, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GLACIER NORTHWEST

By: Mark D. Connelly  
Name: Mark D. Connelly  
Title: Mgr of Marketing Services

# Schedule A

Number of Cars

Equipment Description

30 3,230 C.F., P.D. covered hopper car

1	CEFX	95102
2	CEFX	95200
3	CEFX	95246
4	CEFX	95930
5	CEFX	95946
6	CEFX	95947
7	CEFX	95948
8	CEFX	95954
9	CEFX	95955
10	CEFX	95959
11	CEFX	95960
12	CEFX	95965
13	CEFX	96021
14	CEFX	96038
15	CEFX	96046
16	CEFX	96047
17	CEFX	96048
18	CEFX	96051
19	CEFX	96052
20	CEFX	96056
21	CEFX	96057
22	CEFX	96063
23	CEFX	96065
24	CEFX	96066
25	CEFX	96070
26	CEFX	96071
27	CEFX	96074
28	CEFX	96075
29	CEFX	96081
30	CEFX	96090