

RECORDATIC: 22462-E FILED

SEP 23 3 12 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

VIA UPS 2<sup>nd</sup> DAY AIR

September 19, 2005

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

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

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 September August 18, 2005, 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 Commission under Recordation Number 22462. 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

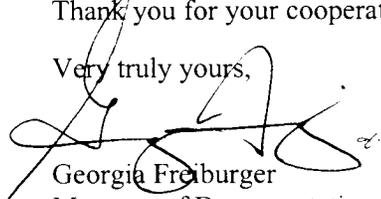
Lessee: Cascade Warehouse, Inc.  
1330 Salem Industrial Drive, N.E.  
Salem, OR 97303

A description of the railroad equipment covered by the enclosed document is one hundred seven (107) 73' centerbeam flat cars, cars marked CBRV, NOKL (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 \$33.00 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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,  
  
Georgia Freiburger  
Manager of Documentation

Enclosures

(CAWI010)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18<sup>th</sup> day of August, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade Warehouse, Inc. ("Lessee"), an Oregon corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 23, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2005, 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

RECORDATION NO. 22462-E FILED

SEP 23 '05

3-12 PM

SURFACE TRANSPORTATION BOARD

ATTEST:

By: [Signature]

By: [Signature]

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Name: R.A. DOMBROWSKI

Title: \_\_\_\_\_

Title: DIRECTOR OF DOCUMENTATION Executed on this 18<sup>th</sup> day of Aug., 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, 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 18<sup>th</sup> day of August 2005.

[Signature]  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



LESSEE:

CASCADE WAREHOUSE, INC.

By: Scott W Cantonwine

Name: Scott W Cantonwine

Title: President

ATTEST:

By: [Signature]

Name: ANGELA CANTONWINE

Title: SECRETARY

Executed on this 11 day of Aug, 2005.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Marion

I, Georjan Bridger, a Notary Public of the County and State aforesaid, certify that Scott 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 11th day of August, 2005

Georjan Bridger  
Notary Public

Commission Expires:

8 04 07  
(Notary Public)



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

NUMBER OF CARS: One hundred seven (107)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars, 263,000 lb. capacity

CAR NUMBERS:

CBRY	001355	NOKL	730154	NOKL	730548
CBRY	001356	NOKL	730156	NOKL	730549
CBRY	001357	NOKL	730157	NOKL	730940
CBRY	001358	NOKL	730158	NOKL	730943
CBRY	001359	NOKL	730161	NOKL	730944
NOKL	730106	NOKL	730163	NOKL	730945
NOKL	730108	NOKL	730164	NOKL	730946
NOKL	730110	NOKL	730165	NOKL	730947
NOKL	730111	NOKL	730202	NOKL	730948
NOKL	730112	NOKL	730203	NOKL	730949
NOKL	730113	NOKL	730204	NOKL	730950
NOKL	730115	NOKL	730205	NOKL	730953
NOKL	730116	NOKL	730206	NOKL	730957
NOKL	730117	NOKL	730396	NOKL	730960
NOKL	730118	NOKL	730398	NOKL	730962
NOKL	730119	NOKL	730399	NOKL	730964
NOKL	730120	NOKL	730526	NOKL	730965
NOKL	730123	NOKL	730527	NOKL	730966
NOKL	730125	NOKL	730528	NOKL	730967
NOKL	730127	NOKL	730530	NOKL	730969
NOKL	730128	NOKL	730532	NOKL	730972
NOKL	730130	NOKL	730533	NOKL	730973
NOKL	730131	NOKL	730534	NOKL	730977
NOKL	730132	NOKL	730535	NOKL	730978
NOKL	730137	NOKL	730536	NOKL	730980
NOKL	730138	NOKL	730537	NOKL	730982
NOKL	730139	NOKL	730538	NOKL	730983
NOKL	730141	NOKL	730539	NOKL	730984
NOKL	730142	NOKL	730540	NOKL	730985
NOKL	730144	NOKL	730541	NOKL	730987
NOKL	730145	NOKL	730542	NOKL	730990
NOKL	730147	NOKL	730543	NOKL	730991
NOKL	730148	NOKL	730544	NOKL	730993
NOKL	730149	NOKL	730545	NOKL	730997
NOKL	730150	NOKL	730546	NOKL	730999
NOKL	730153	NOKL	730547		