

RECORDATION NO. 21815-B FILED

OCT 03 '06

4-10 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

September 29, 2006

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

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 three (3) originals of a Memorandum of Lease Agreement, dated September 13, 2006, 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 21815.

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: Desticon Transportation, Inc.
P. O. Box 1270
Sumas, WA 98295

A description of the railroad equipment covered by the enclosed document is fifty (50) 73 ft., riserless Centerbeam flat cars, with car numbers NOKL 730162 – NOKL 733899, non-inclusive (see Exhibit A for complete list of 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 \$34.00 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.

Very truly yours,


Marcia Dunne
Rail Documentation Specialist

Enclosures

(DEST013)

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ASSIGNMENT NO. DEST013

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of September 13, 2006, between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and DESTICON TRANSPORTATION, INC. ("Lessee"), a Washington corporation.

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 7, 1998 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

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

ATTEST:

Name: Richard F. Seymour
Title: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: SUSAN GROKULSKY

Signature: _____

Title: MGR. OF DOCUMENTATION

Signature: Susan Grokulskey Executed on this 13th day of September, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Public Notary of the State and County

aforsaid, 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 13th day of September, 2006

[Signature]
Notary Public

My Commission Expires:

5-2008



LESSEE:

DESTICON TRANSPORTATION, INC.

Name: RON GILBERTSON

Title: VICE - PRESIDENT

Signature: [Signature]

ATTEST:

Name: _____

Title: _____

Signature: _____

Executed on this 5th day of SEPT., 2006

[CORPORATE SEAL]

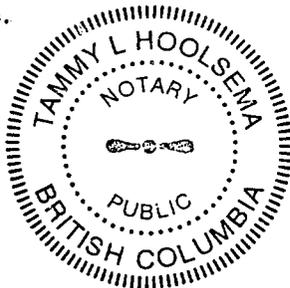
STATE OF: Province of BC
COUNTY OF: City of Richmond

I, TAMMY L. HOOLSEMA, a Notary Public of the State and County
Notary Public
aforesaid, certify that Ron Gilbertson 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 5th day of SEPT., 2006.

[Signature]
Notary Public

My Commission Expires:
The Commission of a Notary Public in
British Columbia has no set date of
expiration but is held during the pleasure
of the Lieut. Governor of the Province.



TAMMY L. HOOLSEMA

NOTARY PUBLIC

209, 3740 CHATHAM ST.

RICHMOND, B.C. V7E 2Z3

TEL: (604) 275-0070/FAX: 275-0080

NO ADVICE REQUESTED NOR
GIVEN. ATTESTED TO ONLY BUT
NOT DRAWN BY
TAMMY L. HOOLSEMA

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50).

DESCRIPTION OF CARS: 73', 286,000 GRL, riserless Centerbeam Flat Cars.

CAR NUMBERS:

NOKL 730162	NOKL 733875
NOKL 733850	NOKL 733876
NOKL 733851	NOKL 733877
NOKL 733852	NOKL 733878
NOKL 733853	NOKL 733879
NOKL 733854	NOKL 733880
NOKL 733855	NOKL 733881
NOKL 733856	NOKL 733882
NOKL 733857	NOKL 733883
NOKL 733858	NOKL 733884
NOKL 733859	NOKL 733885
NOKL 733860	NOKL 733886
NOKL 733861	NOKL 733887
NOKL 733862	NOKL 733888
NOKL 733863	NOKL 733889
NOKL 733864	NOKL 733890
NOKL 733865	NOKL 733891
NOKL 733866	NOKL 733892
NOKL 733867	NOKL 733893
NOKL 733868	NOKL 733894
NOKL 733869	NOKL 733895
NOKL 733870	NOKL 733896
NOKL 733871	NOKL 733897
NOKL 733872	NOKL 733898
NOKL 733874	NOKL 733899