



MEMORANDUM OF LEASE AGREEMENT AND OPTION AGREEMENT
Bridgeview, IL (Terminal)

THIS MEMORANDUM OF LEASE AGREEMENT AND OPTION AGREEMENT ("Memorandum") is made and entered into as of the 15th day of May, 2000, by and between CONSOLIDATED FREIGHTWAYS CORPORATION OF DELAWARE, a Delaware corporation, ("Landlord") and CNF PROPERTIES, INC., a Delaware corporation, ("Tenant").

RECITALS

A. Landlord and Tenant have entered into a certain Lease Agreement of even date herewith (the "Lease"), wherein Landlord leased to Tenant, and Tenant leased from Landlord, certain real estate and any improvements now or hereafter located thereon situated in Cook County, Illinois, which real estate is more particularly described in Exhibit A attached hereto and hereby made a part hereof, which real estate and improvements are hereinafter referred to as the "Leased Premises".

B. Landlord and Tenant have entered into that certain Option Agreement of even date herewith (the "Option Agreement"), pursuant to which Tenant has acquired an option (the "Option") to purchase the Leased Premises from Landlord on the terms and conditions set forth therein, by not later than May 31, 2002.

C. The parties desire to place this Memorandum of record to provide notice to third parties of the existence of the Lease and the Option Agreement that is incorporated by reference into the Lease, but do not desire to place all of the terms and provisions of the Lease and Option Agreement of record.

NOW, THEREFORE, the parties hereby state as follows:

1. The Commencement Date of the Lease is May 15, 2000.
2. The Term of the Lease is a period of Twenty (20) years commencing on the Commencement Date and ending at midnight on May 14, 2020, subject to early termination as set forth in the Lease.
3. Landlord has granted to Tenant the option to purchase the Leased Premises, subject to the terms and conditions of the Option Agreement. If not exercised, the Option will expire on May 1, 2002.
4. Reference is made to the Lease and the Option Agreement incorporated by reference into the Lease for a complete and definitive statement of the terms of the rights and obligations of Landlord and Tenant thereunder. Definitions used in this Memorandum shall have the meanings set forth in the Lease.

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00LT1267
RETURN DOCUMENTS TO:
Law Title - National Division
20 E. Railroad St., Ste. B
Sandwich, IL 60548

IN WITNESS WHEREOF, Landlord and Tenant have executed this Memorandum of Lease Agreement and Option Agreement, as of the day, month and year first above written.

TENANT

CNF PROPERTIES, INC.,
a Delaware corporation

By: *Mark C. Thickpenny*
Mark C. Thickpenny
Vice President and Treasurer

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CLARA)

On May 15, 2000, before me, Maureen Hagan, a Notary Public in and for said state, personally appeared Mark C. Thickpenny, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Maureen Hagan
Notary Public in and for the State of California

COOK COUNTY
RECORDER
EUGENE "GENE" MOORE
SKOKIE OFFICE

EXHIBIT A

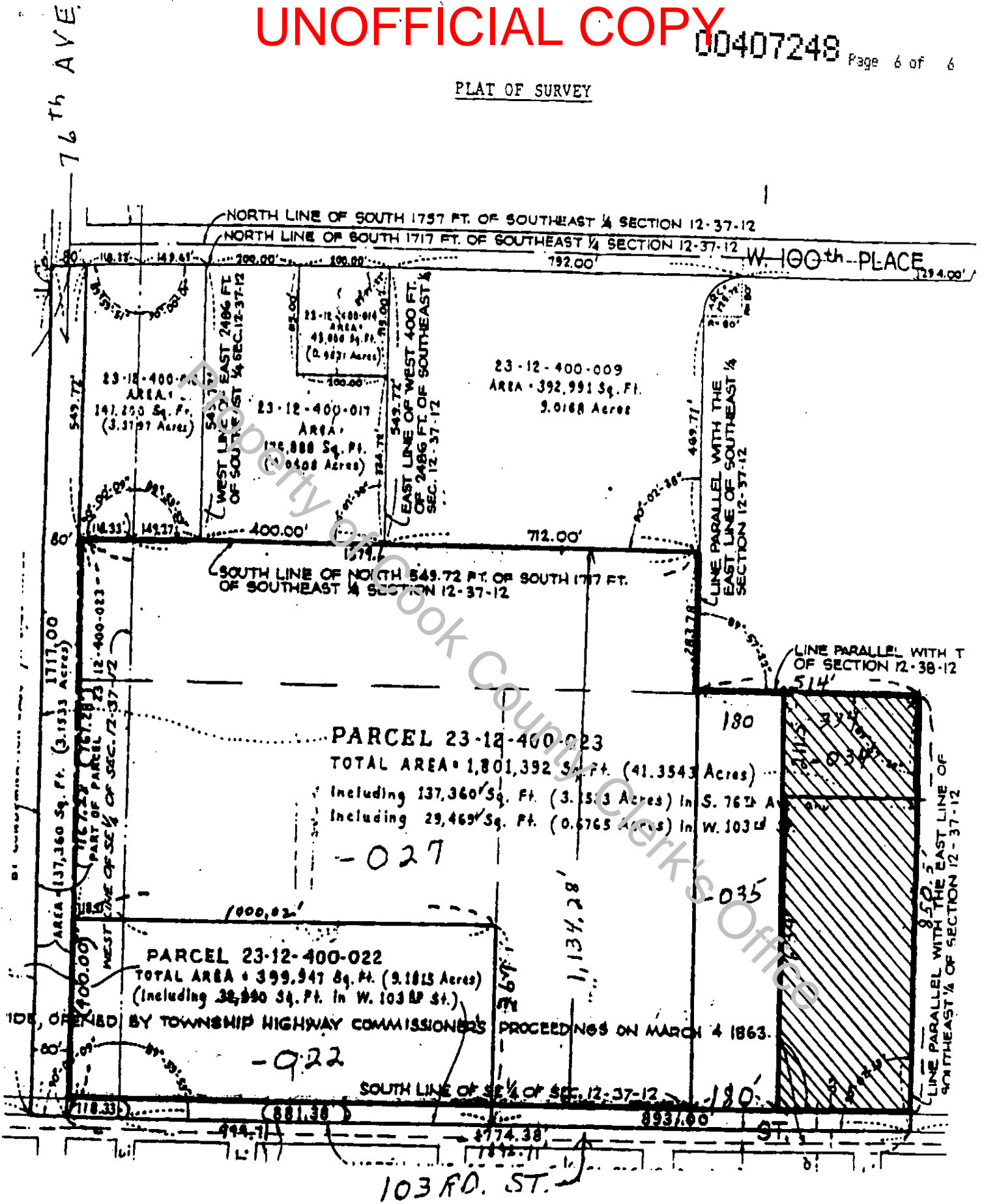
BRIDGEVIEW, IL
(Terminal Facility)

That certain real property located in the Village of Bridgeview, County of Cook, State of Illinois, shown in crosshatching on the attached plat of survey, which is part of the following described property:

THAT PART OF THE SOUTH HALF OF SECTION 12, TOWNSHIP 37 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING ON THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 12 AT A POINT WHICH IS 800.00 FEET WEST FROM THE SOUTHEAST CORNER OF SAID SECTION 12 AND RUNNING THENCE NORTH, PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 883.50 FEET; THENCE WEST, PARALLEL WITH THE SOUTH LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 514.00 FEET; THENCE NORTH, PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 753.50 FEET; THENCE NORTHEASTERLY ON A CURVE LINE, CONVEX TO THE NORTHWEST, AND HAVING A RADIUS OF 80 FEET, A DISTANCE OF 125.72 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 1717.0 FEET OF SAID SOUTHEAST QUARTER, WHICH POINT IS 1294.00 FEET WEST FROM THE EAST LINE OF SAID SOUTHEAST QUARTER; THENCE NORTH, PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 40.02 FEET TO AN INTERSECTION WITH THE NORTH LINE OF THE SOUTH 1757.0 FEET OF SAID SOUTHEAST QUARTER; THENCE WEST ALONG THE NORTH LINE OF THE SOUTH 1757.00 FEET OF SAID SOUTHEAST QUARTER AND ALONG THE NORTH LINE OF THE SOUTH 1757.00 FEET OF THE SOUTHWEST QUARTER OF SAID SECTION 12, A TOTAL DISTANCE OF 1500.05 FEET TO AN INTERSECTION WITH THE WEST LINE OF THE EAST 158.33 FEET OF SAID SOUTHWEST QUARTER; THENCE NORTH ALONG THE WEST LINE OF THE EAST 158.33 FEET AFORESAID, A DISTANCE OF 790.12 FEET; THENCE WEST ALONG A STRAIGHT LINE, A DISTANCE OF 40.04 FEET TO THE POINT ON THE EASTERLY LINE OF THE RIGHT-OF-WAY OF THE COMMONWEALTH EDISON COMPANY WHICH IS 98.16 FEET SOUTH FROM THE NORTH LINE AND 196.07 FEET WEST FROM THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE SOUTHWESTWARDLY ALONG THE SOUTHEASTERLY LINE OF RIGHT-OF-WAY OF SAID COMMONWEALTH EDISON COMPANY, A DISTANCE OF 1183.62 FEET TO THE POINT ON THE EASTERLY LINE OF SAID RIGHT-OF-WAY WHICH IS 1730.03 FEET NORTH FROM THE SOUTH LINE AND 263.00 FEET EAST FROM THE WEST LINE OF THE EAST HALF OF SAID SOUTHWEST QUARTER OF SECTION 12; THENCE SOUTH ALONG THE EAST LINE OF THE WEST 263.00 FEET OF SAID EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 12 (CONTINUING ALONG THE EAST LINE OF SAID RIGHT-OF-WAY), SAID DISTANCE OF 1730.03 FEET TO THE SOUTH LINE OF SAID SOUTHWEST QUARTER; AND THENCE EAST ALONG THE SOUTH LINE OF SAID SOUTHWEST QUARTER AND ALONG THE SOUTH LINE OF SAID SOUTHEAST QUARTER OF SECTION 12, A TOTAL DISTANCE OF 2828.49 FEET TO THE POINT OF BEGINNING, EXCEPT THAT PART CONVEYED TO JOAN L. HOMEYER BY QUIT CLAIM DEED RECORDED APRIL 10, 1979 AS DOCUMENT 24913825 AND DESCRIBED

AS FOLLOWS: THAT PART OF THE SOUTH 1717.00 FEET OF THE SOUTH HALF OF SECTION 12, TOWNSHIP 37 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE POINT OF INTERSECTION OF THE NORTH LINE OF THE SOUTH 1717.00 FEET OF SOUTHEAST QUARTER OF SAID SECTION 12 WITH THE WEST LINE OF THE EAST 2,486.00 FEET OF SAID SOUTHEAST QUARTER, AND RUNNING THENCE WEST ALONG SAID NORTH LINE OF THE SOUTH 1717.00 FEET OF THE SOUTHEAST QUARTER OF SECTION 12, WHICH IS ALSO THE SOUTH LINE OF WEST 100TH PLACE AS SHOWN ON THE PLAT OF 95TH AND TRI-STATE INDUSTRIAL DEVELOPMENT (A SUBDIVISION RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON THE 7TH DAY OF JULY, 1969 AS DOCUMENT NO. 20592000), A DISTANCE OF 149.69 FEET, TO AN INTERSECTION WITH THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 12; THENCE CONTINUING WEST ALONG THE NORTH LINE OF THE SOUTH 1717.00 FEET OF THE SOUTHWEST QUARTER OF SAID SECTION 12, A DISTANCE OF 118.33 FEET; THENCE SOUTH ALONG A STRAIGHT LINE, PARALLEL WITH SAID EAST LINE OF THE SOUTHWEST QUARTER OF SECTION 12, A DISTANCE OF 549.72 FEET; THENCE EAST ALONG THE SOUTH LINE OF THE NORTH 549.72 FEET OF THE SOUTH 1717.00 FEET OF THE SOUTHWEST QUARTER OF SAID SECTION 12, A DISTANCE OF 118.33 FEET TO SAID EAST LINE OF THE SOUTHWEST QUARTER OF SECTION 12; THENCE CONTINUING EAST ALONG THE SOUTH LINE OF THE NORTH 549.72 FEET OF THE SOUTH 1717.00 FEET OF THE SOUTHEAST QUARTER OF SAID SECTION 12, A DISTANCE OF 149.77 FEET TO AN INTERSECTION WITH THE AFORESAID WEST LINE OF THE EAST 2,486.00 FEET OF THE SOUTHEAST QUARTER OF SECTION 12, AND THENCE NORTH ALONG SAID WEST LINE OF THE EAST 2,486.00 FEET OF THE SOUTHEAST QUARTER OF SECTION 12, A DISTANCE OF 549.72 FEET TO THE POINT OF BEGINNING, AND ALSO EXCEPT THAT PART FALLING WEST OF THE EAST RIGHT OF WAY LINE OF 76TH AVENUE, AND ALSO EXCEPT THAT PROPERTY PREVIOUSLY CONVEYED TO HOLYN ZARR BY DEED RECORDED JANUARY 25, 1978 AS DOCUMENT NUMBER 24299124, AND ALSO EXCEPT THAT PROPERTY PREVIOUSLY CONVEYED TO THE UNITED STATES POSTAL SERVICE BY DEED RECORDED OCTOBER 24, 1975 AS DOCUMENT NUMBER 23269596, ALL SITUATED IN COOK COUNTY, ILLINOIS.

PLAT OF SURVEY



103 RD. ST.

1621