

**Return Address**

Robert J. Likes  
Stinson Morrison Hecker LLP  
1299 Farnam Street, Suite 1501  
Omaha, NE 68102



200605080183  
Skagit County Auditor

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CHICAGO TITLE COMPANY IC38021 ✓

<b>Document Title(s)</b> (or transactions contained therein): 1. Memorandum of Assignment (Site No. 2080) 2.
<b>Reference Number(s) of Documents assigned or released:</b> (on page _____ of documents(s))  n/a
<b>Grantor(s)</b> (Last name first, then first name and initials): 1. FIVE DIAMONDS, LLC 2. 3. Additional names on page ___ of document.
<b>Grantee(s)</b> (Last name first, then first name and initials): 1. OIL EXPRESS INC. 2. 3. Additional names on page ___ of document.
<b>Legal description</b> (abbreviated: i.e. lot, block, plat or section, township, range) PTN NW SE 18-34-4 Full legal description is on Exhibit "A" of document.
<b>Assessor's Property Tax Parcel/Account Number</b> 340418-4-010-0006

**MEMORANDUM OF ASSIGNMENT**  
(Site No. 2080)

**THIS MEMORANDUM OF ASSIGNMENT** is made as of the 27<sup>th</sup> day of APRIL, 2006 (the "Effective Date"), between Five Diamonds, LLC, having a notice address of P.O. Box 25080, Federal Way, Washington 98023 ("Assignor") and Oil Express Inc., having a notice address of 11308 Davenport Street, Omaha, Nebraska 68154 ("Assignee").

Assignor, as assignee of Belcher & Belcher, Inc. under that certain Assignment and Assumption Agreement dated August 1, 2004, has assigned to Assignee that certain Sublease Agreement dated on or about July 23, 1999 between Q Lube, Inc., as sublandlord, and Belcher & Belcher, Inc., as subtenant, (the "Lease") for the real property and improvements as described in Exhibit "A" attached hereto and made a part hereof pursuant to the Assignment and Assumption Agreement dated APRIL 27, 2006 (the "Assignment"). Such Lease is a sublease of the premises which derives out of that certain Lease Agreement dated September 1, 1983 ("Prime Lease") between Israel Group, Inc. (successor of Morris Israel), landlord, and Q Lube, Inc. (successor by merger of Arctic Circle, Inc.).

As of the Effective Date, Assignor has assigned all its right, title and interest in and to the Lease to Assignee, its successors and assigns from and after the Effective Date for the remainder of the term of the Lease, subject to the rental, terms, covenants and conditions of the Lease and including, without limitation, any and all renewal and purchase options, if available to an assignee.

Commencing on the Effective Date and continuing throughout the term of the Lease, Assignee has assumed and agreed to be bound by and pay and perform all of the obligations, terms, covenants and conditions which, pursuant to the Lease, are to be observed, kept and/or performed by the Assignor on or after the Effective Date.

This instrument is a memorandum of the aforesaid Assignment and is subject to all of the terms and conditions thereof.

This instrument may be executed in any number of counterparts, each of which shall be considered an original for all purposes; provided however, that all such counterparts shall constitute one and the same instrument.

[Signatures on the following page.]



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**IN WITNESS WHEREOF**, the parties have executed this Memorandum of Assignment as of the Effective Date.

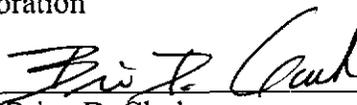
**ASSIGNOR:**

FIVE DIAMONDS, LLC, a Washington limited liability company

\_\_\_\_\_  
By: Eugene E. Thompson  
Title: Manager

**ASSIGNEE:**

OIL EXPRESS INC., a Washington corporation

  
\_\_\_\_\_  
By: Brian D. Clark  
Title: Vice President



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STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

I certify that I know or have satisfactory evidence that EUGENE E. THOMPSON is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the MANAGER of FIVE DIAMONDS, LLC, a Washington limited liability company, to be the free and voluntary act of such limited liability company for the uses and purposes mentioned in the instrument.

Dated: \_\_\_\_\_

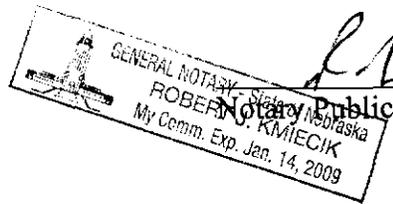
(Seal or stamp)

\_\_\_\_\_  
NOTARY PUBLIC in and for the State of  
Washington, residing at: \_\_\_\_\_

\_\_\_\_\_  
My appointment expires: \_\_\_\_\_

STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS )

The foregoing instrument was acknowledged before me this 25th day of April, 2006, by Brian D. Clark, Vice President of Oil Express Inc., on behalf of the corporation.

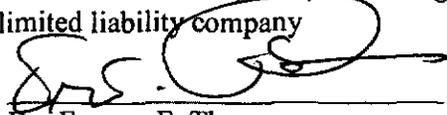


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**IN WITNESS WHEREOF**, the parties have executed this Memorandum of Assignment as of the Effective Date.

**ASSIGNOR:**

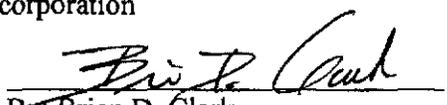
FIVE DIAMONDS, LLC, a Washington limited liability company



By: Eugene E. Thompson  
Title: Manager

**ASSIGNEE:**

OIL EXPRESS INC., a Washington corporation



By: Brian D. Clark  
Title: Vice President

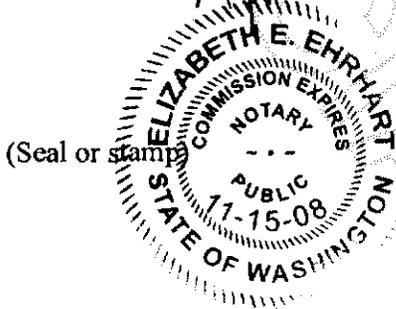


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STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

I certify that I know or have satisfactory evidence that EUGENE E. THOMPSON is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the MANAGER of FIVE DIAMONDS, LLC, a Washington limited liability company, to be the free and voluntary act of such limited liability company for the uses and purposes mentioned in the instrument.

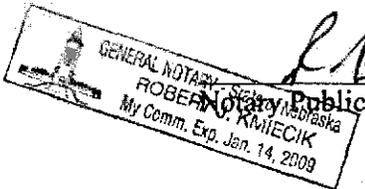
Dated: April 26, 2006



Elizabeth Ehrhart  
NOTARY PUBLIC in and for the State of  
Washington, residing at: Seattle  
My appointment expires: 11/15/08

STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS )

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**Exhibit "A"**

**Legal Description**

That portion of the North Half of the Northwest Quarter of the Southeast Quarter of Section 18, Township 34 North, Range 4 East of the Willamette Meridian, lying North of that certain fence line designated in the last paragraph of that certain judgment entered April 28, 1961, in Skagit County Superior Court Cause No. 25671, records of Skagit County, Washington, lying West of both Parcel "A" as described in Stipulated Judgment and Decree of Appropriation as to Item No. 1, filed April 21, 1975, in Skagit County Superior Court Cause No. 34431, records of Skagit County, Washington, and Parcel "A" as described in Stipulated Judgment and Decree of Appropriation, filed April 24, 1974, in Skagit County Superior Court Cause No. 34117, records of Skagit County, Washington; and lying East of Line 2 as described in said Stipulated Judgment and Decree of Appropriation, in said Skagit County Superior Court Cause No. 34431, records of Skagit County, Washington;

EXCEPT the North 165 feet thereof;

(Also known as Tract B of that certain survey recorded April 22, 1983 in Volume 5 of Surveys, page 5, under Auditor's File No. 8304220009, records of Skagit County, Washington).

Situated in Skagit County, Washington.



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