

[BIDDER'S LETTERHEAD]

Dated _____, 2005

Christopher Sloan
The CFC Trust
805 Broadway, Suite 205
Vancouver, WA 98660
Facsimile No.: (360) 448-4329

Re: Request to be designated as a Qualified Bidder and/or Over Bidder

Dear Mr. Sloan:

This letter (the "**Letter**") is a request by _____ [insert Bidder name], to be designated as a "Qualified Bidder," as the term is defined in the bidding procedures listed on your web-site at <http://www.cfterminals.com> (the "**Bidding Procedures**"), for the CFC Trust's auction sale ("**Auction Sale**") of terminal properties scheduled for **Thursday, March 10, 2005**. We are interested in submitting a bid or overbid (as applicable) on one or more properties as listed in **Exhibit B**, as follows:

CITY	ST	ADDRESS	ESCROW NUMBER
Columbus	OH	1700 W Georgesville Rd	1061 4818

In addition, we agree to abide by the terms of the Bidding Procedures and this Letter, including the General Terms listed on the attached **Exhibit A**. We further understand and agree that:

A. NATURE OF LETTER

1. **In order to be designated as a Qualified Bidder or Over Bidder, this Letter must be received by The CFC Trust (the "Trust") no later than 4:00 p.m. (PST), Wednesday, March 9, 2005, or delivered in person at the auction site by 10:00 a.m. (PST) Thursday, March 10, 2005.** Submit this letter via facsimile, email, or overnight courier to Chris Sloan as outlined in Section C, item 3 below.

2. The submission of this Letter does not establish us as a Qualified Bidder or Over Bidder. We understand that you may require us to submit additional information, financial or otherwise, to satisfy in your sole discretion the requirements necessary for designation as a Qualified Over Bidder.

3. Any bids submitted at or prior to the Auction Sale via fax, email, mail, telephone or in person at the time of the Auction Sale will constitute a binding offer in accordance with the terms of this Letter and the purchase agreement for the specific property ("**Form Agreement**"), which is posted on the CFC Trust's website at www.cfterminals.com

which will only differ in the purchase price and the name of the buyer. Submission of any offer by us is not subject to any contingencies as set forth in **Exhibit A, item 3**.

4. If we are the successful bidder, we will be required to execute a new purchase agreement (“**Winner’s Purchase Agreement**”) in form identical to the Form Agreement but modified only to reflect the correct purchase price and our name as the buyer.

B. AUCTION

The auction will take place at Stoel Rives LLP, 900 SW Fifth Street, Suite 2600, Portland, OR 97204, on **Thursday, March 10, 2005**. The auction schedule is posted on <http://www.cfterminals.com/current.html>. The point of contact at Stoel Rives is Dave Green at 503-294-9333 (email: dwgreen@stoel.com).

C. BIDDING

1. Telephone bidding procedures:

- a) By checking this box our intent is to submit a live bid by telephone during the Auction Sale.
- b) All qualified phone bidders will be notified of time and phone number to call for the respective property(s) to bid on.

2. If changes or technical difficulties occur with the bidding process, the bidders’ callback phone number is _____.

3. Overbid Requests may be submitted in any of the following ways:

a. Via Facsimile

The CFC Trust
Chris Sloan
Fax: 360-448-4329

- Or -

b. Via E-mail

Chris Sloan
sloan.christopher@cfwy.com

- Or -

c. Via Mail or overnight courier service

The CFC Trust, Attn: Chris Sloan,
805 Broadway, Suite 205, Vancouver, WA 98660
Phone: 360-448-4009

D. DEPOSIT

1. A deposit of not less than the amount shown at <http://www.cfterminals.com> for a particular property (the "**Minimum Deposit**"), must be delivered as follows:

(i) a cashier's check in favor of Transnation Title Insurance Company referencing the escrow number(s) as identified in **Exhibit B**. It must be received by Transnation Title Insurance Company, Attn: Tresa Dubuisson, 2 Union Square, 601 Union, Suite 1100, Seattle, WA 98101 **no later than 10:00 a.m. (PST), Wednesday, March 9, 2005**, or;

(ii) a cashier's check in favor of Transnation Title Insurance Company referencing the Escrow Number(s) as identified in **Exhibit B** brought with you to the auction site **no later than 10:00 a.m. (PST) Thursday, March 10, 2005**, or;

(iii) **via wire transfer of good funds for receipt no later than 5:00 p.m. (PST), Wednesday, March 9, 2005**, to Transnation Title Insurance Company, a LandAmerica National Commercial Services Company. Wiring instructions for each property can be found on the <http://www.cfterminals.com/current.html> web site under the "Deposits" column.

For wiring instructions and confirmation of receipt of deposit(s), please contact:

Tresa Dubuisson
Business: 206-628-2724
Business Fax: 206-628-0631
E-mail: tdubuisson@landam.com

2. **When bidding on more than one Property, submit only one Deposit in an amount equal to the largest Minimum Deposit among those properties you wish to bid on.**

3. The successful bidder on more than one Property will post an additional Deposit by wire transfer no later than 9:00 a.m. (PST), **Friday, March 11, 2004**, in an amount equal to the sum of the minimum Deposits applicable to such Properties less the amount of the Deposit previously submitted. The Winner's Purchase Agreement will govern the minimum Deposit once it becomes effective.

E. INITIAL BID

1. The Trust will open bidding for a Property in either of the two following ways: (a) by submission of a signed sales contract with a lead buyer ("**Lead Buyer**"), as the Initial Bid; or (b) for a Property that does not have a signed contract with a Lead Buyer, by starting the bidding at the purchase price (the "**Opening Price**") established by the Trust with any one of the parties who have qualified to bid for the Property in question (a "**Qualified Bidder**") at this Auction Sale, as may be designated by the Trust to be the initial bidder (a "**Selected Bidder**"). Any such designation will be made in accordance with Section E, item 3 below. The Lead Buyer or Selected Bidder, as applicable, is the initial bidder ("**Initial Bidder**").
2. For a Property without a Lead Buyer, this Letter constitutes our irrevocable consent and authorization for the Trust, in its discretion (if it selects us to be the Initial Bidder), to submit an Initial Bid on our behalf (unless we fit within the exception stated in Section E, item 4 below). If we are the Selected Bidder, the Opening Price will be as posted on the date of this Letter on the CFC Trust's website at www.cfterminals.com. If more than one person is a Qualified Bidder for the Property in question, the decision as to which will be the Selected Bidder will be made in accordance with Section E, item 3 below. We will be under no obligation to bid in additional increments above the Initial Bid.
3. In selecting a Selected Bidder among multiple Qualified Bidders for a Property, the selection will be made by the Trust at random but with weight attached to Bids in order of the receipt of Letters and acknowledgement by the Trust of Qualified Bidder status. The most weight will be allocated by the Trust to the first Qualified Bidder, and then in diminishing allocations thereafter, so that the least amount of weight will be allocated by the Trust to the last Qualified Bidder for the Property in question. The weight among multiple Qualified Bidders will diminish by at least ten percent (10%) compared to the next Qualified Bid for the particular Property.
4. The exception to Section E, items 2 & 3 above is as follows: as a Qualified Bidder, we will not be selected as the Selected Bidder for a Property under Section E, items 2 & 3 above if we have made a Deposit in an amount sufficient to be a Qualified Bidder on all Properties at the Auction Sale as listed on **Exhibit B**.

F. CONCLUSION

1. Any questions about the foregoing should be directed to Chris Sloan at telephone no.: 360-448-4009, or by email at: sloan.christopher@cfwy.com

2. Receipt of our request to be designated as a Qualified Bidder for the Property or Properties listed on page one of this Letter, as well as Bidder status, will be confirmed to us by fax or e-mail. Our e-mail address and/or fax number is:

E-mail: _____

Fax No.: _____

Executed this _____ day of _____, 2005

Name of bidder (entity name)

By: _____
signature

Name: _____
print

Title: _____
print

We hereby authorize the following individual as the Designated Representative to submit bids on our behalf:

Name: _____

Title: _____

E-mail: _____

Phone: _____

Fax: _____

EXHIBIT A

General Terms

1. **Documents Provided by CFC Trust.** We acknowledge that any tax information, engineering data, feasibility or marketing reports, soil reports, environmental Phase I reports, or other of any kind or nature relating to any property, which is a part of your **March 10, 2005** auction, which we have received or may receive from the Trust, or its agents, is, will be, or has been furnished on the express condition that we shall make our own independent verification of the accuracy of the information. We agree that we shall not attempt to assert any liability against the Trust or its Agents, by reason of the Trust or its Agents having furnished such information or by reason of any such information becoming or proving to have been incorrect or inaccurate in any respect, and we do hereby covenant and agree to defend, pay, indemnify and hold the Trust and its Agents harmless from and against any and all such claims of liability by any person or entity claiming by, through or under us.
2. **The Trust's Remedies.** We agree and acknowledge that the Trust may elect as its sole remedy, in the event that we are in material breach of any of our agreements contained herein, one of the following remedies: (i) the Trust may retain any deposit submitted by us, such deposit constituting liquidated damages or (ii) the Trust may compel specific performance by us.
3. **Miscellaneous.** We acknowledge that (i) submission of any offer by us is not subject to any due diligence, financing or other contingency except for acceptance of this offer by you and satisfaction of the conditions set forth in Section A of Exhibit B to the Form Agreement, and (ii) if we are represented by a broker at the **March 10, 2005** auction, we shall pay any commission due and owing such broker pursuant to any separate agreement between us and our broker.

The United States Bankruptcy Code expressly prohibits prospective bidders from engaging in any activity to control or manipulate the bidding at the auction and thus the purchase price for any asset. Any bidder engaging in such conduct may be liable for both compensatory as well as punitive damages under the Bankruptcy Code. IN LIGHT OF ITS FIDUCIARY DUTY TO MAXIMIZE CREDITOR RECOVERIES, THE CFC TRUST WILL INVESTIGATE FULLY ANY ALLEGATION OR EVIDENCE OF COLLUSIVE ACTIVITY AMONG PROSPECTIVE BIDDERS AND, IF SUBSTANTIATED, WILL SEEK LEGAL AND EQUITABLE RELIEF AGAINST THE PERPETRATORS OF SUCH CONDUCT.

EXHIBIT B – As of March 1, 2005

(Copy/Paste the applicable information shown below, in order to designate which Property or Property that you want to name, on page one of this Letter)

CITY	ST	ADDRESS	ESCROW NUMBER
Columbus	OH	1700 Georgesville Rd	1061 4818