

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018  
847 318-7575  
Fax 847 318-7588



March 10, 1997

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 15, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. 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: Hampton Railway  
9400 S.W. Barnes Road  
Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 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.

Very truly yours,

Bob Hamilton  
Director-Documentation

RECORDATION NO. 20638 FILED

APR 17 '97

9-58 AM

APR 17 9 58 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RECORDATION NO. 20638 FILED

APR 17 '97 9-58 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of November, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hampton Railway, Inc. ("Lessee"), a Oregon corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 15, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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:

By: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

By: [Signature]

Name: Michelle Berg

Title: Office Manager

Executed on this 8<sup>th</sup> day of April, 1997.

[CORPORATE SEAL]



STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas 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 8<sup>th</sup> day of April, 1997.

Michelle Berg  
Notary Public

My Commission Expires:

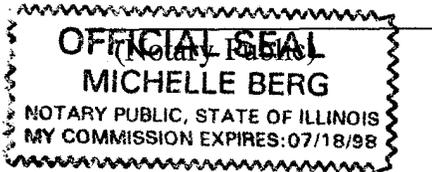


Exhibit A

Carinit	Number	Assignment
HLSC	006022	HPLS008
HLSC	006023	HPLS008
HLSC	006024	HPLS008
HLSC	006025	HPLS008
HLSC	006026	HPLS008
HLSC	006027	HPLS008
HLSC	006028	HPLS008
HLSC	006029	HPLS008
HLSC	006030	HPLS008
HLSC	006031	HPLS008
HLSC	006032	HPLS008
HLSC	006033	HPLS008
HLSC	006034	HPLS008
HLSC	006035	HPLS008
HLSC	006036	HPLS008
HLSC	006037	HPLS008
HLSC	006039	HPLS008
HLSC	006040	HPLS008
HLSC	006041	HPLS008
HLSC	006042	HPLS008
HLSC	006043	HPLS008
HLSC	006044	HPLS008
HLSC	006045	HPLS008
HLSC	006046	HPLS008
HLSC	006047	HPLS008
HLSC	006048	HPLS008
HLSC	006049	HPLS008
HLSC	006050	HPLS008
HLSC	006051	HPLS008
HLSC	006052	HPLS008
HLSC	006053	HPLS008
HLSC	006054	HPLS008
HLSC	006055	HPLS008
HLSC	006056	HPLS008
HLSC	006057	HPLS008
HLSC	006058	HPLS008
HLSC	006059	HPLS008
HLSC	006061	HPLS008
HLSC	006062	HPLS008
HLSC	006063	HPLS008
HLSC	006064	HPLS008
HLSC	006065	HPLS008
HLSC	006066	HPLS008
HLSC	006067	HPLS008
HLSC	006068	HPLS008
HLSC	006069	HPLS008
HLSC	006070	HPLS008
HLSC	006071	HPLS008
HLSC	006072	HPLS008
HLSC	006073	HPLS008