

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

RECORDATION NO. 20801 FILED

AUG 4 '97 2-26 PM

July 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001



RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
AUG 4 2 26 PM '97

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of June 17, 1997, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Hampton Lumber Sales Co.  
9400 Sunset Business Park  
Portland, OR 97225

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) center partition flatcars bearing marks and numbers HLSC 2200 through HLSC 2249, inclusive.

Also enclosed is a payment of \$24 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

July 30, 1997

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A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for fifty (50) center partition flatcars bearing marks and numbers HLSC 2200 through HLSC 2249, inclusive.

Sincerely,



Janet E. Johnston  
Assistant to the  
Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

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BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION ("LESSOR")**

**AND**

**HAMPTON LUMBER SALES CO. ("LESSEE")**

**JUNE 17, 1997**

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Memorandum of a Lease Agreement made and entered into as of June 17, 1997 by and between GREENBRIER LEASING CORPORATION, a Delaware corporation, ("Lessor") and HAMPTON LUMBER SALES CO., an Oregon corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) center partition flatcars bearing marks and numbers HLSC 2200 through HLSC 2249, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norriss M. Webb

Title: Executive Vice President

HAMPTON LUMBER SALES CO.

By: Michael Phillips

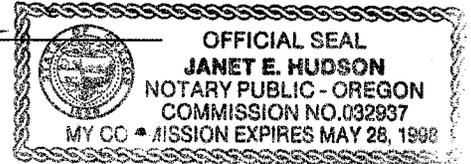
Title: President

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 29<sup>th</sup> day of July, 1997, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Oregon )  
 ) ss.  
COUNTY OF Washington )

On this 24<sup>th</sup> day of July, 1997, before me personally appeared Michael Phillips to me personally known, who being by me duly sworn, says that he is the President of HAMPTON LUMBER SALES CO. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Diana J. Nicolay  
NOTARY PUBLIC

My commission expires: 2/7/99

