

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 20991 FILED

NOV 13 '97

10-11AM

**FIRST
UNION®**

VIA FEDERAL EXPRESS

November 12, 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 June 17, 1997, 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 Lumber Sales Company
9400 S.W. Barnes Road
Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as 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,



Kathy Dombrowski
Manager-Documentation

Enclosures
(HPLS014)

NOV 13 '97

10-11AM

ASSIGN: HPLS014

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of June, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hampton Lumber Sales Company ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 17, 1997, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: Robert C. Hamilton

Name: ROBERT HAMILTON

Title: DIRECTOR - DOCUMENTATION

Executed on this 29th day of Sept., 1997.

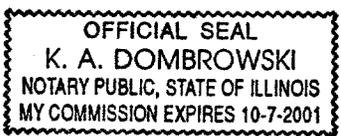
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public in and for said state and county, certify that RICHARD F. SEYMOUR 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 29th day of September, 1997.



K.A. Dombrowski
Notary Public

My Commission Expires:
10/7/2001
(Notary Public)

LESSEE:

HAMPTON LUMBER SALES COMPANY

By: Michael Phillips

Name: MICHAEL PHILLIPS

Title: PRESIDENT

ATTEST:

By: Vicki Shaylor

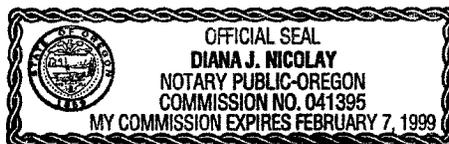
Name: VICKI SHAYLOR

Title: Executive Asst.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington



I, Diana J. Nicolay, a Notary Public in and for said state and county, certify that Michael Phillips 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 26th day of September, 1997.

Diana J. Nicolay
Notary Public

My Commission Expires:

February 7, 1999
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

Fifty (50) Centerpartition Railcars

Car Numbers

HLSC 2200 -- 2249