

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. 22263 FILED

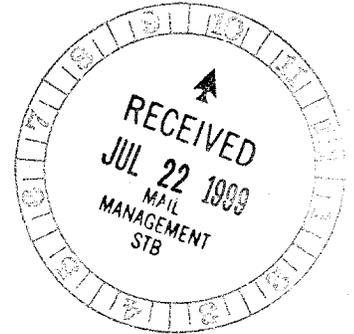
JUL 23 '99

10-0UAM

VIA FEDERAL EXPRESS



July 21, 1999



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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 May 6, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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, Inc.
9400 SW 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 \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

RECORDATION NO. 22263 HLPD

EXHIBIT A
to
RIDER NO. 4

JUL 23 '99

10:00AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of May, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hampton Lumber Sales Inc. ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 2, 1997 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 6th day of May, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, 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 6th day of May, 1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000

(Notary Public)



LESSEE: HAMPTON LUMBER SALES, INC.

ATTEST:

By: M. Phillips
Name: Michael Phillips
Title: President

By: _____
Name: _____
Title: _____

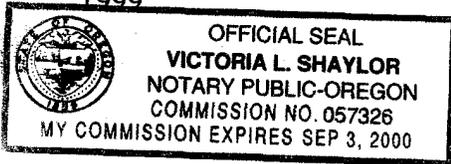
Executed on this ___ day of _____, 1999.

[CORPORATE SEAL]

STATE OF Oregon
COUNTY OF Washington

I, Victoria L. Shaylor a Notary Public of the County and State aforesaid, 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 5th day of May, 1999



Victoria L. Shaylor
Notary Public

My Commission Expires:

9/03/2000
(Notary Public)

EXHIBIT A

to

MEMORANDUM OF LEASE

Thirty-eight (38) 73' 100-ton capacity centerbeam flat cars, numbers below:

CAR INITIAL	CAR NUMBER
HLSC	002500
HLSC	002501
HLSC	002502
HLSC	002503
HLSC	002504
HLSC	002505
HLSC	002506
HLSC	002507
HLSC	002508
HLSC	002509
HLSC	002532
HLSC	002510
HLSC	002511
HLSC	002512
HLSC	002513
HLSC	002515
HLSC	002516
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HLSC	002526
HLSC	002527
HLSC	002528
HLSC	002529
HLSC	002530
HLSC	002531
HLSC	002533
HLSC	002534
HLSC	002535
HLSC	002536
HLSC	002537
HLSC	002538
COUNT:	38