

RECORDATION NO. 21261 FILED

MAR 9 '98

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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

Q

March 9, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement, dated January 19, 1998, 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 documents are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive
Lake Oswego, OR 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:

150 flatcars HLSC 2250 through HLSC 2399, inclusive.

Countee parts

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BOARD

Mr. Vernon A. Williams
March 9, 1998
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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 two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 2126 FILED

MAR 9 '98

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MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
HAMPTON LUMBER SALES CO. ("LESSEE")

JANUARY 19, 1998

Memorandum of a Lease Agreement made and entered into as of January 19, 1998 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 one-hundred fifty (150) center partition flatcars bearing marks and numbers HLSC 2250 through HLSC 2399, 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

HAMPTON LUMBER SALES CO.

By: Norriss M. Webb

By: Michael Phillips

Title: Executive Vice President

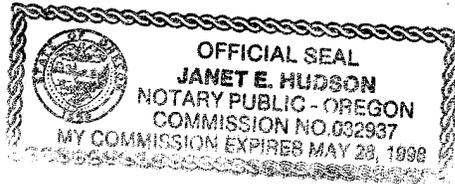
Title: President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 6th day of March, 1998, 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 27th day of February, 1998, before me personally appeared Michael ves Mike 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.

Victoria J. Shaylor
NOTARY PUBLIC

My commission expires: 9/03/2000

