

**First Union Rail Corporation**

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

RECORDED 20577  
JAN 21 1997 - 11:22 AM



January 14, 1997

Secretary  
Surface Transportation Board  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Secretary:

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

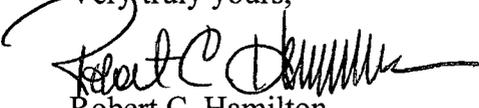
Lessee: Hampton Railway, Inc.  
9400 S.W. Barnes Road  
Portland, OR 97225-6698

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

Also enclosed is a check in the amount of \$22.00 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,

  
Robert C. Hamilton  
Director-Documentation

0129A

RECORDATION NO 20517 FILED 1895  
JAN 21 1997 -11 22 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 6 day of January, 1997.

[CORPORATE SEAL]

0129A

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally came before me this day and acknowledged that (s)he is President ~~Secretary~~ of First Union Rail Corp., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its \_\_\_\_\_ President, sealed with its corporate seal and attested by Michelle Berg, as its \_\_\_\_\_ Secretary.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of January, 1997.

Michelle Berg  
Notary Public

My Commission Expires:

7/18/98  
(Notary Public)



LESSEE:

[NAME OF CORPORATION] HAMPTON RAILWAY INC.

ATTEST:

By: STEVEN J. ZIKA

Name: [Signature]

Title: VICE PRESIDENT

By: DIANA J. NICOLAY

Name: Diana J. Nicolay

Title: Executive Secty Executed on this 30<sup>th</sup> day of December, 1996.



[CORPORATE SEAL]

STATE OF Oregon  
COUNTY OF Washington

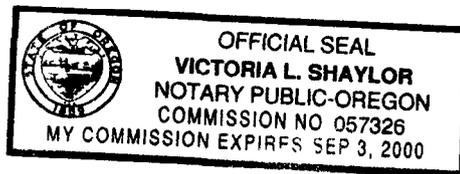
I, Victoria L. Shaylor, a Notary Public of the County and State aforesaid, certify that Steven J. Zika personally came before me, this day and acknowledged that he is [Signature] Secretary of Hampton Railway Co a Oregon corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by Diana Nicolay as its Executive Secretary.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of December, 1996

Victoria L. Shaylor  
Notary Public

My Commission Expires:

9/3/2000  
(Notary Public)



CARINIT	CARNUM	CARTYPE
HLSC	007601	F483
HLSC	007602	F483
HLSC	007603	F483
HLSC	007604	F483
HLSC	007605	F483
HLSC	007606	F483
HLSC	007607	F483
HLSC	007610	F483
HLSC	007611	F483
HLSC	007613	F483
HLSC	007615	F483
HLSC	007616	F483
HLSC	007617	F483
HLSC	007618	F483
HLSC	007619	F483

15 rows selected.

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CARINIT	CARNUM	CARTYPE
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CBRY	871526	F383
CBRY	871529	F383
CBRY	871537	F383
CBRY	871544	F383
CBRY	871569	F383
CBRY	871587	F383
CBRY	871594	F383
HLSC	<u>871500</u>	F383
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