



First Union Rail Corporation
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

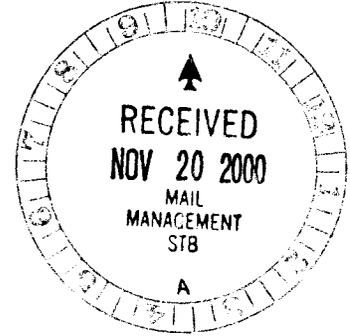
RECORDATION NO. **20638-A** FILED

November 14, 2000

NOV 20 '00 3-04 PM

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

TS
 SURFACE TRANSPORTATION BOARD



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 February 10, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 20638 on April 17, 1997.

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 SW Barnes Road
 Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is thirty (30) 73 foot, 100 ton centerbeam flat cars, with car numbers HLSC 2570-2599, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Hampton Railway Inc., Lessee, covering 30 73 foot, 100 ton centerbeam flat cars, with car numbers HLSC 2570-2599, inclusive.

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 along with the additional copies.

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-Morrison
 Manager of Documentation

Enclosures

(HPLS024)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of February, 2000 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hampton Railway, Inc ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of November 15, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 13, 1998 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 10th day of Feb, 2000

[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 10th day of February, 2000.

Susan Grokulskey
Notary Public

My Commission Expires:
8-14-2000
(Notary Public)



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NOV 20 '00 3-04 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

HAMPTON RAILWAY, INC.

ATTEST:

By: Ruth Sandquist
Name: Ruth Sandquist
Title: Traffic Manager

By: David R. Benson
Name: DAVID R. BENSON
Title: PRESIDENT

Executed on this 24th day of JANUARY, 2000

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington

I, Diana J. Nicolay, a Notary Public of the County and State aforesaid, certify that David R. Benson 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 24th day of January, 2000

Diana J. Nicolay
Notary Public

My Commission Expires:

Feb. 7, 2003
(Notary Public)

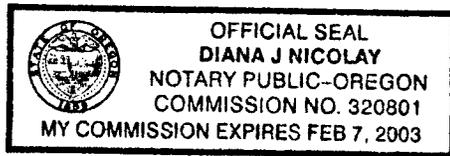


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)
DESCRIPTION OF CARS: 73' 100-ton Centerbeam Flat Cars
CAR NUMBERS: See list below:

HLSC	2570
HLSC	2571
HLSC	2572
HLSC	2573
HLSC	2574
HLSC	2575
HLSC	2576
HLSC	2577
HLSC	2578
HLSC	2579
HLSC	2580
HLSC	2581
HLSC	2582
HLSC	2583
HLSC	2584
HLSC	2585
HLSC	2586
HLSC	2587
HLSC	2588
HLSC	2589
HLSC	2590
HLSC	2591
HLSC	2592
HLSC	2593
HLSC	2594
HLSC	2595
HLSC	2596
HLSC	2597
HLSC	2598
HLSC	2599
Count:	30