

RECORDATION NO. 22330-C FILED

SEP 23 '03

4-43 PM

VIA UPS 2nd DAY AIR

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

September 19, 2003

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588



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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 5, 2003, 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 on this date with the Commission under Recordation Number 22330.

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
9600 S.W. Barnes Road, Suite 200
Portland, OR 97225

A description of the railroad equipment covered by the enclosed document is one hundred forty-nine (149) 73' centerbeam flat cars, with car numbers HLSC 3000-3133, 3135-3149, inclusive.

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

Also enclosed is a check in the amount of \$30.00 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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager of Documentation

Enclosures

(HPLS036)

ASSIGN. NO. HPLS036

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of September, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hampton Lumber Sales Company ("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. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 4, 2003, 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: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: [Signature]
Name: R.A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION Executed on this 5th day of September, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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SURFACE TRANSPORTATION BOARD

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 5th day of September, 2003.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

HAMPTON LUMBER SALES COMPANY

ATTEST:

By: Ruth Sandquist
Name: Ruth Sandquist
Title: Traffic manager

By: George L. Banner
Name: George L. Banner
Title: Director of Transportation

Executed on this 20 day of Aug, 2003.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington

I, Diana J. Nicolay, a Notary Public of the County and State aforesaid, certify that George L. Bonner 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 20 day of August, 2003.

Diana J. Nicolay
Notary Public

My Commission Expires:

February 7, 2007
(Notary Public)

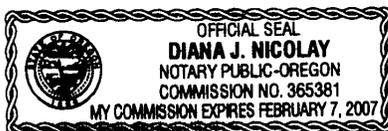


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred forty-nine (149)

DESCRIPTION OF CARS: 73' 100-ton centerbeam flat cars, 73' loading to 286,000 lbs.

CAR NUMBERS: HLSC 3000-3133, 3135-3149, inclusive