

RECORDED DATE 22330-DEFILED

DEC 16 '03

2-23 PM

VIA UPS 2nd DAY AIR

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

December 12, 2003

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

Tel 847.318.7575
Fax 847.318.7588

▲
DEC. 16 2003
RECEIVED

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 May 19, 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
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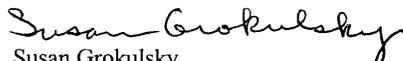
A description of the railroad equipment covered by the enclosed document is one hundred (100) new 73' centerbeam flat cars, with car numbers NOKL 733225 - 733324, inclusive.

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

(HPLS034)

ASSGN. NO. HPLS034

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th of May, 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 Lease Agreement (the "Lease"), dated as of April 2, 1997, 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 July 31, 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: Richard F. Seymour

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 19th day of May, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

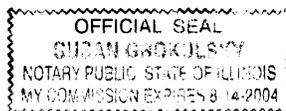
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of May, 2003.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 22330-D FILED

DEC 16 '03

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SURFACE TRANSPORTATION BOARD

LESSEE:

HAMPTON LUMBER SALES, COMPANY

By: George Bonner

Name: George Bonner

Title: Director of Transportation

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 9th day of May, 2003.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington

I, Mary C. Stoltenburg, a Notary Public of the County and State aforesaid, certify that George 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 9th day of May, 2003.

Mary C. Stoltenburg
Notary Public

Commission Expires:

05/24/05
(Notary Public)

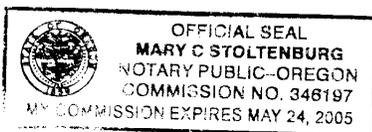


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: New 73' Centerbeam Flatcars, 286,000 lb. capacity

CAR NUMBERS: NOKL 733225 - 733324