

RECORDATION NO. 22839-A FILED

AUG 25 '05

2-47 PM

AUG 23 2005
RECEIVED

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

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

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

August 19, 2005

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 10, 2005, 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 22839.

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 Rd. Suite 200
Portland, OR 97225

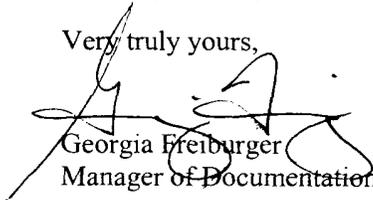
A description of the railroad equipment covered by the enclosed document is seventy (70) 73' centerbeam flatcars, with NOKL marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$33.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburg
Manager of Documentation

Enclosures

(HPLS049)

ASSGN. NO.: HPLS049

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of May, 2005, 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. 23 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2005, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

ATTEST:

By: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 10th day of MAY, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

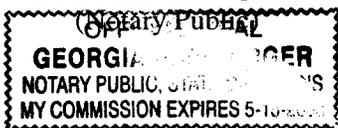
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of May, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008



LESSEE:

HAMPTON LUMBER SALES COMPANY

ATTEST:

By: George L. Bonner

Name: George L. Bonner

Title: Director of Transportation

By: _____

Name: _____

Title: _____

Executed on this 3rd day of May, 2005.

[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 ~~her~~ due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of May, 2005.

Diana J. Nicolay
Notary Public

Commission Expires:

2-7-07

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Seventy (70)
- II. DESCRIPTION OF CARS: 73' 100-ton Centerbeam Flat Cars, 286,000 lb. capacity

III. CAR NUMBERS:

NOKL 734800	NOKL 734835
NOKL 734801	NOKL 734836
NOKL 734802	NOKL 734837
NOKL 734803	NOKL 734838
NOKL 734804	NOKL 734839
NOKL 734805	NOKL 734840
NOKL 734806	NOKL 734841
NOKL 734807	NOKL 734842
NOKL 734808	NOKL 734843
NOKL 734809	NOKL 734844
NOKL 734810	NOKL 734845
NOKL 734811	NOKL 734846
NOKL 734812	NOKL 734847
NOKL 734813	NOKL 734848
NOKL 734814	NOKL 734849
NOKL 734815	NOKL 734850
NOKL 734816	NOKL 734851
NOKL 734817	NOKL 734852
NOKL 734818	NOKL 734853
NOKL 734819	NOKL 734854
NOKL 734820	NOKL 734855
NOKL 734821	NOKL 734856
NOKL 734822	NOKL 734857
NOKL 734823	NOKL 734858
NOKL 734824	NOKL 734859
NOKL 734825	NOKL 734860
NOKL 734826	NOKL 734861
NOKL 734827	NOKL 734862
NOKL 734828	NOKL 734863
NOKL 734829	NOKL 734864
NOKL 734830	NOKL 734865
NOKL 734831	NOKL 734866
NOKL 734832	NOKL 734867
NOKL 734833	NOKL 734868
NOKL 734834	NOKL 734869