

15705-B

\$15

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

RECORDATION NO

15705-16

FILED 1423

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

DEC 22 1989 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

December 22, 1989

9-356A059

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three originals and two photocopies of a Memorandum of a Lease Agreement dated as of June 1, 1988 with Rider No. 3 dated October 20, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease Agreement dated as of June 1, 1988 which was filed and recorded with the Commission on July 6, 1988 under Recordation Number 15705.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Hampton Lumber Sales Company
9400 S.W. Barnes Road
Portland, OR 97225-6698

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Copy to Mr. C.T. Kappler

RECEIVED

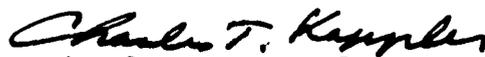
Ms. Noreta R. McGee
December 22, 1989
Page 2

Kindely return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of a Lease Agreement dated as of June 1, 1988 with Rider No. 3 dated October 20, 1989 covering forty 73' center partition bulkhead flatcars bearing WCRC marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

EXHIBIT A

Forty (40) 73' center partition bulkhead flatcars numbered and marked as follows:

WCRC 9500 through WCRC 9524, inclusive, and

WCRC 9005	WCRC 9022
WCRC 9009	WCRC 9023
WCRC 9011	WCRC 9024
WCRC 9014	WCRC 9025
WCRC 9015	WCRC 9031
WCRC 9016	WCRC 9037
WCRC 9018	WCRC 9044
WCRC 9019	

Interstate Commerce Commission
Washington, D.C. 20423

12/22/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/22/89 at 12:35pm, and assigned recordation number(s). 15705-B & 16664

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION F.S.

FILED 1423

15705-13
DEC 22 1989 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

HAMPTON LUMBER SALES COMPANY ("LESSEE")

JUNE 1, 1988

RIDER NO. 3 DATED OCTOBER 30, 1989

Memorandum of a Lease Agreement made and entered into as of June 1, 1988, with Rider No. 3 dated October 30, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Hampton Lumber Sales Company, an Oregon corporation, ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty (40) 73' center partition bulkhead flatcars numbered and marked as follows:

WCRC 9500 through WCRC 9524, inclusive, and

WCRC 9005	WCRC 9022
WCRC 9009	WCRC 9023
WCRC 9011	WCRC 9024
WCRC 9014	WCRC 9025
WCRC 9015	WCRC 9031
WCRC 9016	WCRC 9037
WCRC 9018	WCRC 9044
WCRC 9019	

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By

Norman M. Webb, V.P.

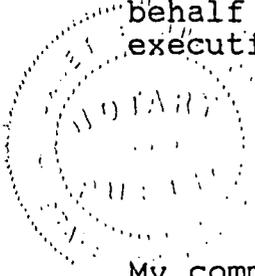
HAMPTON LUMBER SALES COMPANY

By

Dorinda King

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 27th day of November, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Janet E. Hudson
NOTARY PUBLIC

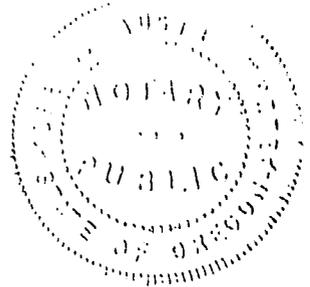
My commission expires: 5/28/90

STATE OF OREGON)
)
COUNTY OF Washington)
~~MULTNOMAH~~)

On this 30th day of November 1989, before me personally appeared Gordon J. King, to me personally known, who being by me duly sworn, says that he is President of Hampton Lumber Sales Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Brenda Austin White
NOTARY PUBLIC

My commission expires: 2/26/93



L110991.1