

DID # 0102097004 206768

213 WEST MINER STREET
PO BOX 796
WEST CHESTER, PA 19381
TELEPHONE 610.692.9116
FACSIMILE 610.692.9177
WWW.GGELAW.COM

GC&E GOLLATZ
GRIFFIN
& EWING
ATTORNEYS - AT - LAW

ERIC M. HOCKY
DIRECT DIAL 610.350.4129
emhocky@ggelaw.com



415

December 6, 2002
VIA: HAND DELIVERY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, #711
1925 K Street, N.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 34255
Portland & Western Railroad, Inc.
-Lease and Operation Exemption--
the Burlington Northern and Santa Fe Railway Company
Verified Notice Under 49 U.S.C. §10902

FILED

DEC 6 2002

**SURFACE
TRANSPORTATION BOARD**

Dear Secretary Williams:

Enclosed please find for filing the original and ten (10) copies of the above-referenced Lease and Operation Exemption of Portland & Western Railroad, Inc. along with a diskette containing the document in WordPerfect 9. A check in the amount of \$1,300.00 representing the filing fee is also enclosed.

Please time stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped self-addressed envelope provided for your convenience.

Respectfully,

ENTERED
Office of Proceedings
DEC 06 2002
Part of
Public Record


ERIC M. HOCKY

Enclosures

cc: All persons shown on the Certificate of Service

FEE RECEIVED

DEC 6 2002

TRANSPORTATION BOARD

H:\WPDATA\TRANS\GWT\PNWR\QUINABY\Williams-03.wpd

GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON

Hon Vernon A. Williams
December 5, 2002
Page 2 of 2

bcc: Charles N. Marshall
Mark W. Hastings
Larry Phipps
Sarah Bailiff, Esq.

#DID 0102097004

206768



BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 34255

PORTLAND & WESTERN RAILROAD, INC.

--LEASE AND OPERATION EXEMPTION--

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

VERIFIED NOTICE UNDER 49 U.S.C. §10902

FILED
DEC 6 2002
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
DEC 6 2002
SURFACE
TRANSPORTATION BOARD

ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for
Portland & Western Railroad, Inc.

Dated: December 5, 2002

ENTERED
Office of Proceedings
DEC 06 2002

Part of
Public Record

213 WEST MINER STREET
PO BOX 796
WEST CHESTER, PA 19381
TELEPHONE 610.692.9116
FACSIMILE 610.692.9177
WWW.GGELAW.COM

ERIC M. HOCKY
DIRECT DIAL 610.350.4129
emhocky@ggelaw.com

GC&E GOLLATZ
GRIFFIN
& EWING
ATTORNEYS - AT - LAW



November 20, 2002
VIA: FEDEX

Hon. Veron A. Williams, Secretary
Surface Transportation Board
Mercury Building, #711
1925 K Street, N.W.
Washington, DC 20423-0001

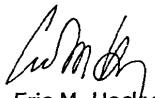
RE: STB Finance Docket No. 34255
Portland & Western Railroad, Inc.
-- Lease and Operation Exemption --
the Burlington Northern and Santa Fe Railway Company
NOTICE OF INTENT

Dear Secretary Williams::

Enclosed please find for filing an original and ten (10) copies of a Notice of Intent to be filed in the above-referenced proceeding.

Please time stamp the extra copy of this letter to indicate receipt and return it to me in the stamped, self-addressed envelope provided for your convenience.

Very truly yours,


Eric M. Hocky

Enc: Notice of Intent
cc: All persons on service list

GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON

Hon. Veron A. Williams, Secretary
November 20, 2002
Page 2 of 2

bcc: Sarah Baliff
Charles N. Marshall
Mark W. Hastings
Larry Phipps

H:\WPDATA\TRANS\GW\PNWR\QUINABY\Williams-02.wpd

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 34255



PORTLAND & WESTERN RAILROAD, INC.

--LEASE AND OPERATION EXEMPTION--

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

NOTICE OF INTENT

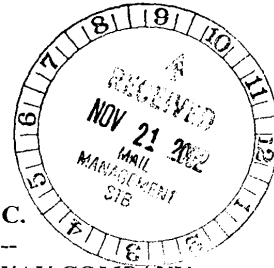
ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for
Portland & Western Railroad, Inc.

Dated: November 20, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33734

PORTLAND & WESTERN RAILROAD, INC.
--LEASE AND OPERATION EXEMPTION--
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY



NOTICE OF INTENT

Portland & Western Railroad, Inc. ("PNWR"), a Class III carrier, hereby gives notice of its intent to file an exemption notice pursuant to 49 C.F.R. §1150.41, to exempt from regulation under 49 U.S.C. §10902 its lease and operation of the line of railroad (the "Rail Line") of The Burlington Northern and Santa Fe Railway Company ("BNSF") between milepost 64.70 located between Quinaby and Salem and the End of Track at milepost 141.45 near Eugene, as shown on the map attached as Exhibit A.¹ PNWR expects to file the exemption notice with the Surface Transportation Board on December 6, 2002.

General Statement of Service Intentions

PNWR intends to provide local customers on the Rail Line with service 5 or 6 days per week. PNWR will interchange traffic with BNSF at Minto (near Salem) and at Albany.

The Minto interchange will include traffic destined for the portion of the Rail Line north of Salem, as well as points at and around Salem. This will reduce circuitous handling, and expedite service for this traffic. A local train out of Salem will operate 6 days per week and

¹ As part of the transaction, PNWR will grant incidental overhead trackage rights to BNSF over the rail line between Bush (milepost 68.6) and Albany (milepost 96.5), and to Central Oregon & Pacific Railroad, Inc. ("CORP") between Albany (milepost 96.5) and Eugene (milepost 141.5).

handle the local service on the northern end of the Rail Line. A second assignment will operate 5 days per week to handle local switching in the Salem area, as well as blocking cars to return to BNSF.

There will be switchers based in Albany that will operate 7 days per week to serve Albany industries, to block traffic returning to BNSF, and to handle BNSF cars being interchanged at Albany with the Albany & Eastern Railroad Company. PNWR will also interchange traffic with BNSF at Albany that is destined to, or originating from, industries located between Albany and Eugene, and which will be moved to and from Eugene 6 days per week. At Eugene, a switcher will operate 5 days per week to serve industries in the Eugene and Harrisburg areas, and block outbound traffic for Albany.

Car inventory and reporting will be performed by PNWR customer service in Albany. Maintenance of locomotives will be performed in Albany, and track maintenance will be performed by a gang headquartered in Albany.

General Statement of Labor Impacts

PNWR intends to hire approximately fifteen new employees to work on the line. It is anticipated that these employees will fill the following positions: Locomotive Engineers (4), Conductors (4), Machinist (1), Signal Maintainer (1), Carman (1), Customer Service/RMI Input (1), and Maintenance of Way Laborers (3). Employees of BNSF that work on the line, and the national offices of their unions, have received notice of the transaction in accordance with the STB's regulations.

Additional Information

PNWR hereby sets forth the information required to be included in its exemption notice under 49 C.F.R. §1150.43:

(a) The full name and address of Applicant are: Portland & Western Railroad, Inc., 650 Hawthorne Ave., SE, Suite 220, Salem, OR 97301; 503-365-7717.

(b) The name, address and telephone number of the representative of PNWR who should receive correspondence are: Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., 213 West Miner Street, P.O. Box 796, West Chester, PA 19381-0796; (610) 692-9116.

(c) PNWR and BNSF have entered into a lease agreement covering PNWR's lease and operation of the Rail Line.

(d) The current operator of the Rail Line is BNSF.

(e) Brief Summary of the Proposed Transaction:

(1) PNWR is leasing the Rail Line which connects to rail lines already operated by PNWR. Control of the Rail Line will add to PNWR's traffic base and will allow PNWR to route its traffic more efficiently. These benefits will allow PNWR to justify incurring the cost of the rehabilitation that the Rail Line needs. The railroad transferring the Rail Line is BNSF, 2500 Lou Menk Drive, Fort Worth, Texas 76131 (Attn.: Sarah Bailiff, Esq.).

(2) PNWR expects to commence operation of the Rail Line on or about December 27, 2002.

(3) The mileposts of the Rail Line are between milepost 64.70 between Quinaby and Salem and milepost 141.45 near Eugene, in the Counties of Marion, Linn and Lane, Oregon.

(4) The total mileage to be leased and operated is 76.75 miles.

(f) Attached as Exhibit A is a map of the Rail Line.

(g) PNWR certifies that its projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier.

Certificate of Service

As shown on the attached certificate of service, copies of this notice are being served on the Governor of Oregon, the Oregon Department of Transportation - Rail Division, the national offices of the labor unions with employees on the Rail Line, counsel for BNSF's local UTU chairman, and shippers representing at least 50 percent of the volume of local traffic and traffic originating or terminating on the Rail Line during the most recent 12 months for which data is available.

Respectfully submitted,



ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for
Portland & Western Railroad, Inc.

Dated: November 20, 2002

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing notice of intent was sent by first class mail, postage prepaid, upon each of the following persons:

Office of the Governor
State of Oregon
State Capitol Building
900 Court Street NE
Salem, OR 97301-4047

Oregon Department of Transportation
Rail Division
555 13th Street, N.E., Suite 3
Salem, Oregon 97301-4179
Attention: Claudia Howells, Manager

Mr. Edward Dubroski
International President
Brotherhood of Locomotive Engineers
Standard Building
1370 Ontario Street
Cleveland, OH 44113

Mr. Mac A. Fleming, President
Brotherhood of Maintenance of Way
Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076-4225

Mr. Byron A. Bryd, Jr.
International President
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Mr. W.D. Pickett, President
Brotherhood of Railroad Signalmen
601 West Golf Road, Box U
Mt. Prospect, IL 60056

Gordon P. MacDougall, Esq.
1025 Connecticut Ave. NW
Washington, D.C. 20036

Seneca Sawmills
P. O. Box 851
Eugene, OR 97440
Attn.: Richard Re

Georgia Pacific Corp.
Corporate Headquarters:
Georgia-Pacific Corporation
133 Peachtree Street
Atlanta, Georgia 30303

A&M Reload Inc.
P. O. Box 11255
Eugene, OR 97402
Attn.: Brad Asbury & Ron Mckern

Boise Cascade Corp.
1111 W. Jefferson Street
Boise, ID 83728-0001

Boise Cascade Corp. - Paper Sales &
Marketing
907 West Seventh Street
Vancouver, WA 98660

Weyerhaeuser Co.
P. O. Box 907
Albany, OR 97321

Cascade Warehouse Co
1330 Salem Industrial Dr. NE
Salem, OR 97303

Eagle Veneers
P.O. Box 288
Harrisburg, OR 97446

Eagle Veneer Inc.
P.O. Box 908
Grants Pass, Oregon 97528

Morse Brothers
P.O. Box 205
Harrisburg, OR 97446
23505 Peoria Rd.
Harrisburg, OR 97446

Morse Brothers
Corporate Administration
1300 E. Grant Street
Labanon, OR 97355

Albany Rocks Products (Morse Bros)
35973 Kennel Rd. S.E.
Albany, OR 97321

Salem Reed Plant (Morse Bros)
9710 Wheatland Rd.
Salem, OR 97303

States Industries Inc.
P.O. Box 7037
Eugene, OR 97401-0038

Kropf Feed & Seed
815 s. 2nd Street
Harrisburg, OR 97446

Grain Millers Inc.
315 Madison
Eugene, OR 97402

Emerald Forest Products Inc
PO BOX 2746
Eugene, OR 97402

Pope & Talbot Inc.
1500 S. W. 1st Avenue
Portland, OR 97201

Panolam Industries Inc.
3030 Calapooia Street S.W.
Albany, OR 97321-3840

Specialty Laminates
1740 West 5th Street
Eugene, OR 97402-4303

Truitt Brothers Inc.
P. O. Box 309
Salem, OR 07308-0309

Agri Trading Corp
P. O. Box 609
Hutchinson, MN 55355

D R Johnson Lumber Co.
P.O. Box 66
Riddle, Oregon 97469

Forest City Trading Group
10250 S.W. Greenburg Road
Portland, OR 97223

ISG Resources Inc.
136 East South Temple, Suite 1300
Salt Lake City, UT 84111

ISG Resources Inc.
Western Region Office
950 Andover Park East, Suite 24
Tukwila, WA 98188

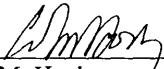
ISG Resources Inc.
Northern Region Office
4034 North Euclid Avenue
Bay City, MI 48706

ISG Resources Inc.
Southern Region Office
3045 West 28th Street
Pine Bluff, AR 71603

Hampton Lumber Sales
9600 S. W. Barnes Road
Portland, OR 97225

Building Products Division
16745 West Hardy Road
Houston, TX 77060

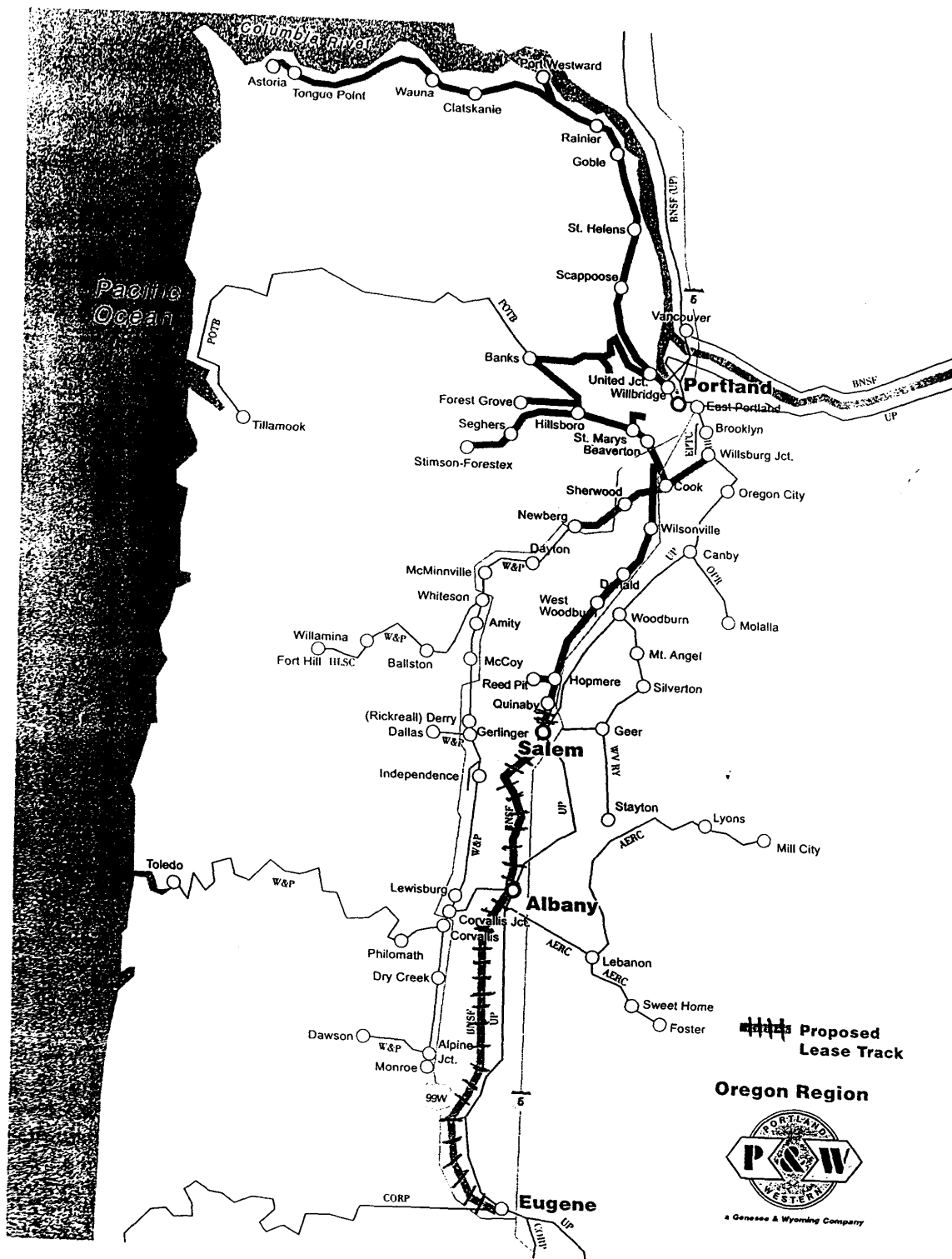
Dated: November 20, 2002



Eric M. Hocky

MAP

EXHIBIT A



SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB FINANCE DOCKET NO. 34255

**PORTLAND & WESTERN RAILROAD, INC.
--LEASE AND OPERATION EXEMPTION--
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

Portland & Western Railroad Company ("PNWR"), a Class III carrier, has filed a Notice of Exemption to lease and operate approximately 76.75 miles of rail line currently owned and operated by The Burlington Northern and Santa Fe Railway Company ("BNSF") in the State of Oregon, between milepost 64.70 located between Quinaby and Salem and the End of Track at milepost 141.45 near Eugene. As part of the transaction, PNWR will grant incidental overhead trackage rights to BNSF over the rail line between Bush (milepost 68.6) and Albany (milepost 96.5), and to Central Oregon & Pacific Railroad, Inc. ("CORP") between Albany (milepost 96.5) and Eugene (milepost 141.5).

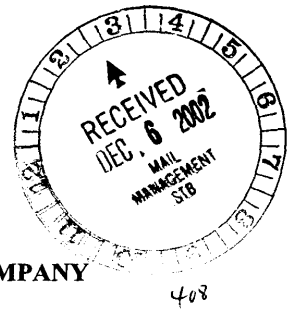
Comments must be filed with the Board and served on PNWR's representative, Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., 213 West Miner Street, P.O. Box 796, West Chester, PA 19381-0796, (610) 692-9116.

The Notice is filed under 49 C.F.R. §1150.41. If the Notice contains false or misleading information, the exemption is void *ab initio*. The filing of a petition to revoke will not automatically stay the transaction.

EXHIBIT C

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33734

PORTLAND & WESTERN RAILROAD, INC.
--LEASE AND OPERATION EXEMPTION--
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY



VERIFIED NOTICE UNDER 49 U.S.C. §10902

FEE RECEIVED

DEC 6 2002

This Verified Notice is filed pursuant to 49 C.F.R. §1150.41 by a Class III carrier, **SURFACE TRANSPORTATION BOARD**

Portland & Western Railroad, Inc. ("PNWR"), to exempt from regulation under 49 U.S.C.

§10902 its lease and operation of the line of railroad (the "Rail Line") of The Burlington Northern and Santa Fe Railway Company ("BNSF") between milepost 64.70 located between Quinaby and Salem and the End of Track at milepost 141.45 near Eugene, as shown on the map attached as Exhibit A. The total mileage of the Rail Line to be leased and operated is approximately 76.75 miles. The Rail Line is located in the State of Oregon. As part of the transaction, PNWR will grant incidental overhead trackage rights to BNSF over the rail line between Bush (milepost 68.6) and Albany (milepost 96.5), and to Central Oregon & Pacific Railroad, Inc. ("CORP") between Albany (milepost 96.5) and Eugene (milepost 141.5).

The lease is

expected to add to PNWR's traffic base and to enhance its Oregon operations through more efficient routing of existing traffic. Accordingly, PNWR has agreed as a condition of the lease to rehabilitate approximately 20 miles of the Rail Line. PNWR will grant BNSF and CORP incidental overhead trackage rights to preserve interchange arrangements among carriers. Thus, the transaction is expected to

benefit PNWR, BNSF and shippers who will receive as good or better service over improved infrastructure.

Notice

In accordance with 49 C.F.R. §1150.43, PNWR hereby states as follows:

(a) The full name and address of Applicant are: Portland & Western Railroad, Inc., 650 Hawthorne Ave., SE, Suite 220, Salem, OR 97301; 503-365-7717.

(b) The name, address and telephone number of the representative of PNWR who should receive correspondence are: Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., 213 West Miner Street, P.O. Box 796, West Chester, PA 19381-0796; (610) 692-9116.

(c) PNWR and BNSF have entered into a lease agreement covering PNWR's lease and operation of the Rail Line. PNWR will enter into written trackage rights agreements with BNSF and CORP, respectively, to cover the incidental trackage rights being granted.

(d) The current operator of the Rail Line is BNSF.

(e) Brief Summary of the Proposed Transaction:

(1) PNWR is leasing the Rail Line which connects to rail lines already operated by PNWR. Control of the Rail Line will add to PNWR's traffic base and will allow PNWR to route its traffic more efficiently. These benefits will allow PNWR to justify incurring the cost of the rehabilitation that the Rail Line needs. The railroad transferring the Rail Line is BNSF, 2500 Lou Menk Drive, Forth Worth, Texas 76131 (Attn.: Sarah Bailiff, Esq.).

(2) PNWR expects to commence operation of the Rail Line on or about December 27, 2002.

(3) The mileposts of the Rail Line are between milepost 64.70 between Quinaby and Salem and milepost 141.45 near Eugene, in the Counties of Marion, Linn and Lane, Oregon.

(4) The total mileage to be leased and operated is 76.75 miles.

(f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Line.

(g) PNWR certifies that its projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier.

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2), no environmental documentation is required because this proceeding involves authority for a lease for continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(c)(4) or (5).

No historic report under 49 C.F.R. §1105.8(b)(1) is required because the transaction merely involves a lease for continued rail operations, and further Board approval is required to discontinue or abandon any service. PNWR has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Labor Protection

PNWR is a Class III carrier, and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subjected to labor protection conditions.

Notice to Labor

Because PNWR has revenues in excess of \$5,000,000 per year, it is required by 49 CFR §1150.43(e) to give 60 days notice to employees working on the line. The notice was posted on October 25, 2002, and served on the national offices of labor unions with employees on the line. PNWR's certification with respect to the labor notice was filed with the Board on October 28, 2002.

Notice of Intent

PNWR is not currently, and will not as a result of the transaction, have revenues that would classify it as a Class II or Class I carrier. However, in order to ensure that potentially affected parties have notice of the proposed transaction, PNWR has provided notice of its intent to file this exemption notice in the form, and to the persons, that would be required under 49 CFR §1150.45 if that regulation were applicable. A copy of the notice of intent, together with a certificate of service, was filed with the Board on November 21, 2002.¹ An additional copy of the notice of intent is attached hereto as Exhibit B.

Notice to Shippers

Since this transaction involves a change of operators on the Rail Line, pursuant to the requirements of 49 C.F.R. §1150.42(b), PNWR will, prior to the commencement of

¹ PNWR also notes that although this exemption notice is effective seven days after filing, the consummation of the transaction is not scheduled to occur until at least 21 days after the filing of this exemption notice.

operations, give notice of the change in operators to all shippers who have not previously been given notice.

Caption Summary

Attached hereto as Exhibit C is the caption summary required by 49 C.F.R.

§1150.44.

Respectfully submitted,



ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for
Portland & Western Railroad, Inc.

Dated: December 5, 2002

VERIFICATION

I, Larry Phipps, President and General Manager of Portland & Western Railroad, Inc. verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on December 5, 2002.


Larry Phipps

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing notice of intent was sent by first class

mail, postage prepaid, upon each of the following persons:

Office of the Governor
State of Oregon
State Capitol Building
900 Court Street NE
Salem, OR 97301-4047

Oregon Department of Transportation
Rail Division
555 13th Street, N.E., Suite 3
Salem, Oregon 97301-4179
Attention: Claudia Howells, Manager

Mr. Edward Dubroski
International President
Brotherhood of Locomotive Engineers
Standard Building
1370 Ontario Street
Cleveland, OH 44113

Mr. Mac A. Fleming, President
Brotherhood of Maintenance of Way
Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076-4225

Mr. Byron A. Bryd, Jr.
International President
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Mr. W.D. Pickett, President
Brotherhood of Railroad Signalmen
601 West Golf Road, Box U
Mt. Prospect, IL 60056

Gordon P. MacDougall, Esq.
1025 Connecticut Ave. NW
Washington, D.C. 20036

Seneca Sawmills
P. O. Box 851
Eugene, OR 97440
Attn.: Richard Re

Georgia Pacific Corp.
Corporate Headquarters:
Georgia-Pacific Corporation
133 Peachtree Street
Atlanta, Georgia 30303

A&M Reload Inc.
P. O. Box 11255
Eugene, OR 97402
Attn.: Brad Asbury & Ron Mckern

Boise Cascade Corp.
1111 W. Jefferson Street
Boise, ID 83728-0001

Boise Cascade Corp. - Paper Sales &
Marketing
907 West Seventh Street
Vancouver, WA 98660

Weyerhaeuser Co.
P. O. Box 907
Albany, OR 97321

Cascade Warehouse Co
1330 Salem Industrial Dr. NE
Salem, OR 97303

Eagle Veneers
P.O. Box 288
Harrisburg, OR 97446

Eagle Veneer Inc.
P.O. Box 908
Grants Pass, Oregon 97528

Morse Brothers
P.O. Box 205
Harrisburg, OR 97446

Morse Brothers
Corporate Administration
1300 E. Grant Street
Labanon, OR 97355

Albany Rocks Products (Morse Bros)
35973 Kennel Rd. S.E.
Albany, OR 97321

Salem Reed Plant (Morse Bros)
9710 Wheatland Rd.
Salem, OR 97303

States Industries Inc.
P.O. Box 7037
Eugene, OR 97401-0038

Kropf Feed & Seed
815 s. 2nd Street
Harrisburg, OR 97446

Grain Millers Inc.
315 Madison
Eugene, OR 97402

Emerald Forest Products Inc
PO BOX 2746
Eugene, OR 97402

Pope & Talbot Inc.
1500 S. W. 1st Avenue
Portland, OR 97201

Panolam Industries Inc.
3030 Calapooia Street S.W.
Albany, OR 97321-3840

Specialty Laminates
1740 West 5th Street
Eugene, OR 97402-4303

Truitt Brothers Inc.
P. O. Box 309
Salem, OR 07308-0309

Agri Trading Corp
P. O. Box 609
Hutchinson, MN 55355

D R Johnson Lumber Co.
P.O. Box 66
Riddle, Oregon 97469

Forest City Trading Group
10250 S.W. Greenburg Road
Portland, OR 97223

ISG Resources Inc.
136 East South Temple, Suite 1300
Salt Lake City, UT 84111

ISG Resources Inc.
Western Region Office
950 Andover Park East, Suite 24
Tukwila, WA 98188

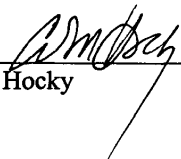
ISG Resources Inc.
Northern Region Office
4034 North Euclid Avenue
Bay City, MI 48706

ISG Resources Inc.
Southern Region Office
3045 West 28th Street
Pine Bluff, AR 71603

Building Products Division
16745 West Hardy Road
Houston, TX 77060

Hampton Lumber Sales
9600 S. W. Barnes Road
Portland, OR 97225

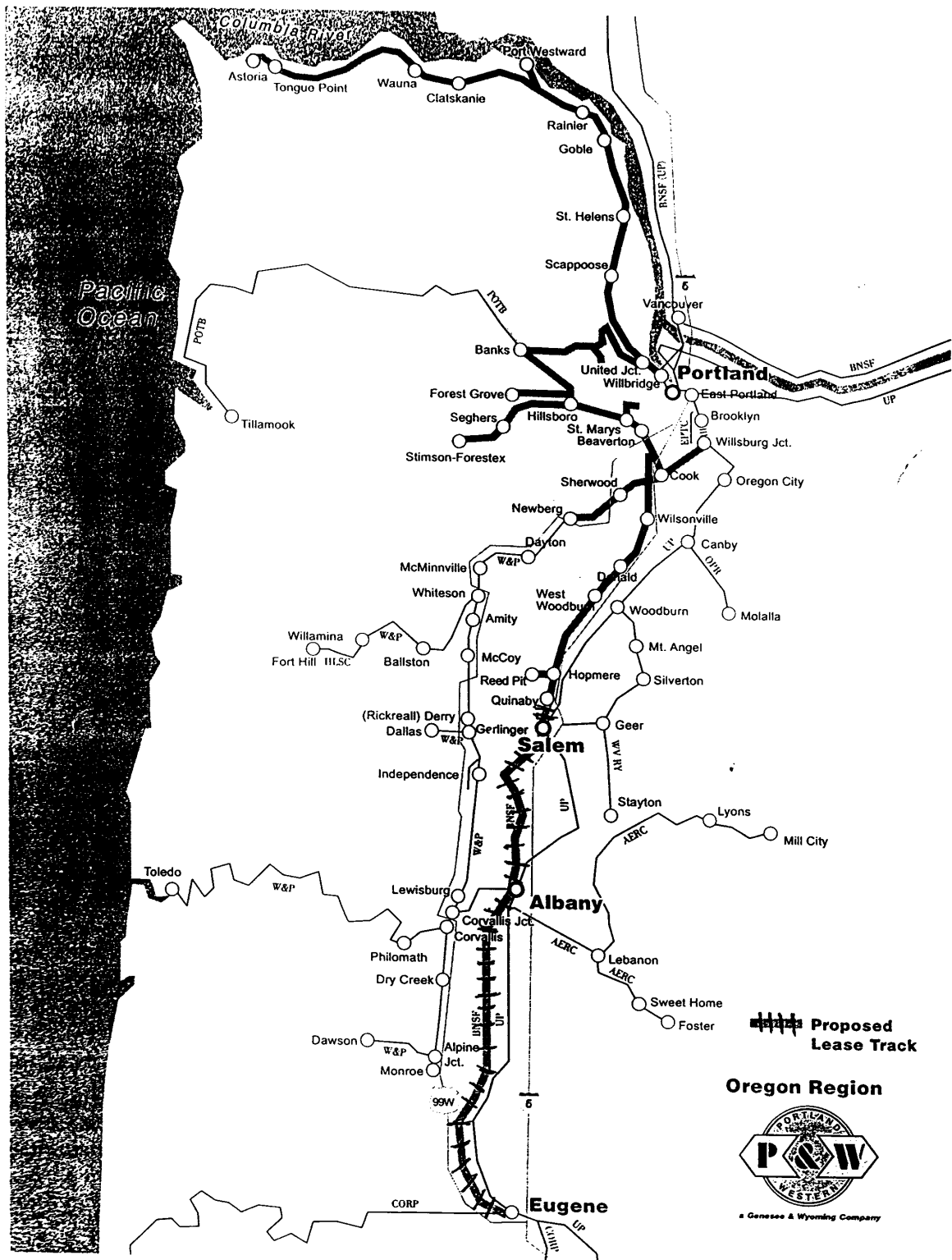
Dated: December 5, 2002



Eric M. Hocky

MAP

EXHIBIT A



NOTICE OF INTENT

EXHIBIT B