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GAMBEE STEPHEN M Form 3 May 13, 2005

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

2005

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

GAMBEE STEPHEN M

(Last) (First) (Middle)

Statement

(Month/Day/Year)

05/06/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

UMPOUA HOLDINGS CORP [UMPO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(give title below) (specify below)

5. If Amendment, Date Original

Filed(Month/Day/Year)

200 SW MARKET STREET,

SUITE 1900

1. Title of Security

(Instr. 4)

(Street)

X Director

Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

PORTLAND, Â ORÂ 97201

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

(I)

(Instr. 5)

I

Class A Common Stock

300 (1)

By Oregon Environmental

Industries, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion or Exercise Form of

6. Nature of Indirect Ownership Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAMBEE STEPHEN M 200 SW MARKET STREET, SUITE 1900 Â X Â Â PORTLAND, ORÂ 97201

Signatures

By: by Steven L. Philpott - Attorney in Fact for

05/13/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person disclaims beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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