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August 31, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Rider No. 2, dated as of December 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the documents previously filed with the Board under Recordation Number 25454.

The name and address of the party to the enclosed document are:

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

Lessee: Weyerhaeuser NR Company
33663 Weyerhaeuser Way South
Federal Way, WA 98003

A description of the equipment covered by the enclosed document is:

92 gondola railcars as follows:

AOKX 6000
AOKX 6002
AOKX 6003
AOKX 6004

AOKX 6008
AOKX 6010
AOKX 6012
AOKX 6016
AOKX 6019
AOKX 6020
AOKX 6024
AOKX 6032
AOKX 6033
AOKX 6034
AOKX 6036
AOKX 6038
AOKX 6040
AOKX 6042
AOKX 6044
AOKX 6051
AOKX 6054
AOKX 6055
AOKX 6057
AOKX 6058
AOKX 6059
AOKX 6061
AOKX 6062
AOKX 6064
AOKX 6065
AOKX 6066
AOKX 6068
AOKX 6069
AOKX 6073
AOKX 6075
AOKX 6076
AOKX 6078
AOKX 31032
AOKX 31033
AOKX 31034
AOKX 74502
AOKX 74504
AOKX 74507
AOKX 74508
GBRX 934753
GBRX 934768
GBRX 934779
GBRX 934794
GBRX 934797

GBRX 934844
GBRX 934864
GBRX 934865
GBRX 934867
GBRX 934869
GBRX 934870
GBRX 934871
GBRX 934872
GBRX 934931
GBRX 934936
GBRX 934939
GBRX 934943
GBRX 934945
GBRX 934947
GBRX 934949
GBRX 934950
GBRX 934955
GBRX 934966
GBRX 934972
GBRX 934973
GBRX 934975
GBRX 934976
GBRX 934977
GBRX 934978
GBRX 934980
GBRX 934981
GBRX 934982
GBRX 934984
GBRX 934985
GBRX 934987
GBRX 934989
GBRX 934992
GBRX 934993
GBRX 934994
GBRX 934996
GBRX 934998
GBRX 935000
GBRX 935001
GBRX 935002
GBRX 935003
GBRX 935004
GBRX 935005
GBRX 935006
GBRX 935008.

Section Chief
August 31, 2016
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A short summary of the document to appear in the index is:

Memorandum of Lease Rider No. 2.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

RIDER NO. 2

This is a Memorandum of Rider No. 2 to a Lease Agreement dated December 1, 2004, each by and between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation ("Lessor") and Weyerhaeuser NR Company, as successor to Weyerhaeuser Company ("Lessee"), and is executed effective May 1, 2016.

WITNESSETH:

- 1. Pursuant to the Rider, as amended, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, ninety-two (92) wood chip gondola railcars more completely described in Rider No. 2 and bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
- 2. Rider No. 2 to the Lease Agreement was effective as of November 26, 2006, and will remain in effect through the lease term, as described in the Lease Agreement and Rider No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the above-referenced effective date of execution.

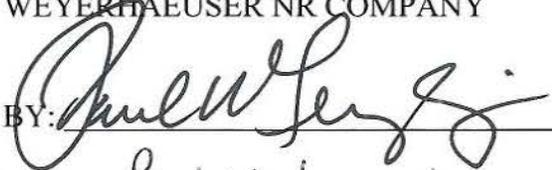
LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: _____
NAME: _____
TITLE: _____

LESSEE:

WEYERHAEUSER NR COMPANY

BY: 
NAME: Paul W. Neuzzi
TITLE: Vice President

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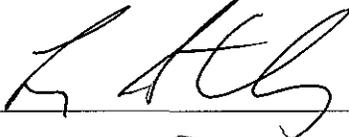
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the above-referenced effective date of execution.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

WEYERHAEUSER NR COMPANY

BY: 

BY: _____

NAME: Larry D. Stanley

NAME: _____

TITLE: Sr. Vice President

TITLE: _____

Rail Equipment List

| Mark | Number | Mark | Number | Mark | Number | Mark | Number |
|-------------|---------------|-------------|---------------|-------------|---------------|-------------|---------------|
| GBRX | 934753 | GBRX | 934972 | GBRX | 935005 | AOKX | 6054 |
| GBRX | 934768 | GBRX | 934973 | GBRX | 935006 | AOKX | 6055 |
| GBRX | 934779 | GBRX | 934975 | GBRX | 935008 | AOKX | 6057 |
| GBRX | 934794 | GBRX | 934976 | AOKX | 6000 | AOKX | 6058 |
| GBRX | 934797 | GBRX | 934977 | AOKX | 6002 | AOKX | 6059 |
| GBRX | 934844 | GBRX | 934978 | AOKX | 6003 | AOKX | 6061 |
| GBRX | 934864 | GBRX | 934980 | AOKX | 6004 | AOKX | 6062 |
| GBRX | 934865 | GBRX | 934981 | AOKX | 6008 | AOKX | 6064 |
| GBRX | 934867 | GBRX | 934982 | AOKX | 6010 | AOKX | 6065 |
| GBRX | 934869 | GBRX | 934984 | AOKX | 6012 | AOKX | 6066 |
| GBRX | 934870 | GBRX | 934985 | AOKX | 6016 | AOKX | 6068 |
| GBRX | 934871 | GBRX | 934987 | AOKX | 6019 | AOKX | 6069 |
| GBRX | 934872 | GBRX | 934989 | AOKX | 6020 | AOKX | 6073 |
| GBRX | 934931 | GBRX | 934992 | AOKX | 6024 | AOKX | 6075 |
| GBRX | 934936 | GBRX | 934993 | AOKX | 6032 | AOKX | 6076 |
| GBRX | 934939 | GBRX | 934994 | AOKX | 6033 | AOKX | 6078 |
| GBRX | 934943 | GBRX | 934996 | AOKX | 6034 | AOKX | 31032 |
| GBRX | 934945 | GBRX | 934998 | AOKX | 6036 | AOKX | 31033 |
| GBRX | 934947 | GBRX | 935000 | AOKX | 6038 | AOKX | 31034 |
| GBRX | 934949 | GBRX | 935001 | AOKX | 6040 | AOKX | 74502 |
| GBRX | 934950 | GBRX | 935002 | AOKX | 6042 | AOKX | 74504 |
| GBRX | 934955 | GBRX | 935003 | AOKX | 6044 | AOKX | 74507 |
| GBRX | 934966 | GBRX | 935004 | AOKX | 6051 | AOKX | 74508 |

Total Cars: 92

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 31, 2016

Edward M. Luria

Edward M. Luria