

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

September 1, 1998

RECORDATION NO. 21627 FILED

SEP 8 '98 3-51 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of March 23, 1998, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

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

Lessee: Columbia & Cowlitz Railway Company
33405 8th Avenue, South
Federal Way, WA 98003

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

Twenty-five (25) 73-foot, standard deck, center partition flatcars with 286,000 Gross Rail Load bearing marks and numbers CLC 9225 through CLC 9249, inclusive.

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

September 1, 1998

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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Lease Agreement for Rider No. 1 dated as of March 23, 1998 covering twenty-five (25) center partition flatcars bearing marks and numbers CLC 9225 through CLC 9249, inclusive.

Sincerely,



Janet E. Johnston

Assistant to the

Executive Vice President

jej

Enclosure

cc: Robert W. Alvord, Esq.

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

COLUMBIA & COWLITZ RAILWAY COMPANY,
A WHOLLY OWNED SUBSIDIARY OF WEYERHAEUSER COMPANY ("LESSEE")

MARCH 23, 1998

RIDER NO. 1

Memorandum of a Lease Agreement for Rider No. 1 made and entered into as of March 23, 1998 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") Columbia & Cowlitz Railway Company, a wholly owned subsidiary of Weyerhaeuser Company, a Washington corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-five (25) 73-foot, standard deck, center partition flatcars with 286,000 Gross Rail Load marked and numbered as follows:

CLC 9225 through CLC 9249, inclusive.

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: Norris M. Webb, E.U.P.

COLUMBIA & COWLITZ RAILWAY COMPANY,
a wholly owned subsidiary of Weyerhaeuser Company

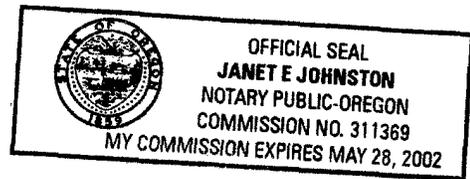
By: William H. Kelly

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 1st day of September, 1998, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive 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. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Washington)
) ss.
COUNTY OF Cowlitz)

On this 27 day of August, 1998, before me personally appeared William Ellings, to me personally known, who being by me duly sworn, says that he is the General Manager of Columbia & Cowlitz Railway Company, a wholly owned subsidiary of Weyerhaeuser 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.

Susan K. Senell
NOTARY PUBLIC

My commission expires: 2-16-2001