

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company, LLC

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

RECORDATION NO. 26937-B FILED

April 20, 2007

APR 25 '07

3-32 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, SW
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 Schedule No. 3 dated October 2, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of May 1, 2006, which is being filed at the Surface Transportation Board at the same time this Memorandum for Schedule No. 3 is being filed.

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

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

Lessee: Longview Fibre Paper and Packaging, Inc.
300 Fibre Way
Longview, Washington 98632

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

Forty-five (45) 1980- to 1981-built, 6,000 to 6,810 cubic foot woodchip gondola railcars marked and numbered in the series GBRX 34581 through GBRX 34626, non-inclusive, more particularly described on the Railcar List attached to the enclosed Memorandum of Lease.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

April 20, 2007

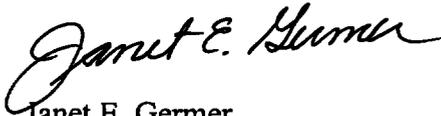
Page 2

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 Board's Index is:

Memorandum of Lease Agreement for Schedule No. 3 dated as of October 2, 2006, between Greenbrier Leasing Company LLC, Lessor, and Longview Fibre Paper and Packaging, Inc., Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

LONGVIEW FIBRE PAPER AND PACKAGING, INC. ("LESSEE")

MAY 1, 2006

SCHEDULE NO. 3

OCTOBER 2, 2006

Memorandum of Schedule No. 3 dated October 2, 2006 to a Lease Agreement made and entered into as of May 1, 2006 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Longview Fibre Paper and Packaging, Inc., a Washington corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, forty-five (45) 1980- to 1981-built, 6,000 to 6,810 cubic foot woodchip gondola railcars bearing marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 3 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 3, as each may be amended from time to time.

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

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: Norris M. Webb

NAME: Norris M. Webb

TITLE: Executive Vice President

LESSEE:

LONGVIEW FIBRE PAPER AND PACKAGING, INC.

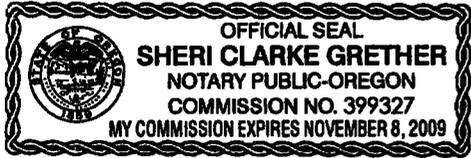
BY: R. H. Wollenberg

NAME: R. H. Wollenberg

TITLE: President, CEO and Chairman

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

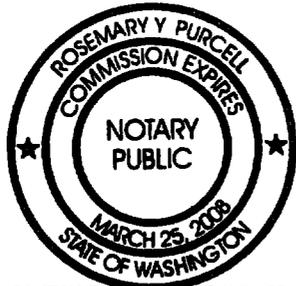
On this 23 day of April, 2007, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that ~~s~~he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~s~~he acknowledged that the execution of the said instrument was ~~her~~ ~~or~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF Washington)
) ss.
COUNTY OF Cowlitz)

On this 19th day of April, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the R.H. Wallenberg President, CEO, Chmn of Longview Fibre Paper and Packaging, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Rosemary Y. Purcell
NOTARY PUBLIC
My commission expires: 3-25-2008

RAIL EQUIPMENT LIST

| New Mark | New Number |
|---------------------|-----------------------|
| GBRX | 34581 |
| GBRX | 34582 |
| GBRX | 34583 |
| GBRX | 34584 |
| GBRX | 34585 |
| GBRX | 34586 |
| GBRX | 34587 |
| GBRX | 34588 |
| GBRX | 34589 |
| GBRX | 34590 |
| GBRX | 34591 |
| GBRX | 34592 |
| GBRX | 34593 |
| GBRX | 34594 |
| GBRX | 34595 |
| GBRX | 34596 |
| GBRX | 34597 |
| GBRX | 34598 |
| GBRX | 34599 |
| GBRX | 34600 |
| GBRX | 34601 |
| GBRX | 34602 |
| GBRX | 34603 |
| GBRX | 34604 |
| GBRX | 34605 |
| GBRX | 34606 |
| GBRX | 34607 |
| GBRX | 34608 |
| GBRX | 34609 |
| GBRX | 34610 |
| GBRX | 34611 |
| GBRX | 34612 |
| GBRX | 34614 |
| GBRX | 34615 |
| GBRX | 34616 |
| GBRX | 34617 |
| GBRX | 34618 |
| GBRX | 34619 |
| GBRX | 34620 |
| GBRX | 34621 |
| GBRX | 34622 |
| GBRX | 34623 |
| GBRX | 34624 |
| GBRX | 34625 |
| GBRX | 34626 |
| Total | 45 Cars |