

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
703 684 7000 Fax 503 684 7553

RECORDATION NO. 24692 FILED

November 12, 2003

NOV 14 '03 2:02 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



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 September 12, 2003, 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: DeQueen and Eastern Railroad Company
a Wholly Owned Subsidiary of Weyerhaeuser Company
PO Box 9777
Federal Way, Washington 98063-9777

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

Seventy-five (75) 73-foot, 100-ton, 286,000 lb. GRI, riserless deck, center partition flatcars with fabricated top chords marked and numbered AOK 27665 through AOK 27739, inclusive.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
November 12, 2003
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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 Board's Index is:

Memorandum of Lease Agreement for Rider No. 1 dated as of September 12, 2003 between Greenbrier Leasing Corporation, Lessor, and DeQueen and Eastern Railroad Company, a wholly owned subsidiary of Weyerhaeuser Company, 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 CORPORATION ("LESSOR")

AND

DEQUEEN AND EASTERN RAILROAD COMPANY,
A WHOLLY OWNED SUBSIDIARY OF WEYERHAEUSER COMPANY ("LESSEE")

SEPTEMBER 12, 2003

RIDER NO. 1

Memorandum of a Lease Agreement for Rider No. 1 made and entered into as of September 12, 2003 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") DeQueen and Eastern Railroad Company, an Arkansas corporation, 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 75 73-foot, 100-ton, 286,000 lb. GRL, riserless deck, center partition flatcars with fabricated top chords marked and numbered as follows:

AOK 27665 through AOK 27739, 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: Norman M. Webb

DEQUEEN AND EASTERN RAILROAD COMPANY,
a wholly owned subsidiary of Weyerhaeuser Company

By: J. Bentuep

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 17th day of December, 2003, 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: 5/28/2006



STATE OF Arkansas)
) ss.
COUNTY OF Sevier)

On this 22 day of October, 2003, before me personally appeared J.D. Ventreeh, to me personally known, who being by me duly sworn, says that he is the Vice Pres / Gen Manager of DeQueen and Eastern Railroad 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.

Karen L. Neumeier
NOTARY PUBLIC

My commission expires:

9-14-2007

Karen L. Neumeier, Notary Public
Sevier County, Arkansas
My Commission Expires 9-14-2007