

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

December 28, 2004

RECORDATION NO. 24692A FILED

DEC 30 '04

12-10 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 two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Rider No. 2 dated as of July 1, 2004, 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 September 12, 2003, which was duly filed and recorded on November 13, 2003 and assigned Recordation Number 24692.

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: De Queen 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:

One hundred ninety-eight (198) 60-foot plate F, 100-ton boxcars with 12-foot plug doors and 15-inch EOCC, designed for 286,000 lbs. GRL, marked and numbered AOK 111000 through AOK 111099, inclusive and CRLE 19600 through CRLE 19699 with the exception of CRLE 19642 and CRLE 19667.

Mr. Vernon A. Williams
December 28, 2004
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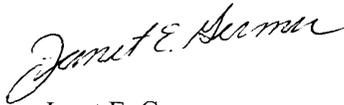
Also enclosed is a payment of \$32 payable to the order of the Surface Transportation Board covering the required recordation fee.

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. 2 dated as of July 1, 2004 to Lease Agreement dated as of September 12, 2003 between Greenbrier Leasing Corporation, Lessor, and De Queen 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. 2

JULY 1, 2004

Memorandum of a Lease Agreement for Rider No. 2 made and entered into as of July 1, 2004, to that certain Lease Agreement dated as of September 12, 2003, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and 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 one hundred and ninety-eight (198) 60-foot plate F, 100-ton boxcars with 12-foot plug doors and 15-inch EOCC, designed for 286,000 lbs. GRL, marked and numbered AOK 111000 through AOK 111099, inclusive and CRLE 19600 through CRLE 19699 with the exception of CRLE 19642 and CRLE 19667.
2. The Lease Agreement and Rider No. 2 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 and Rider No. 2, 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 corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

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

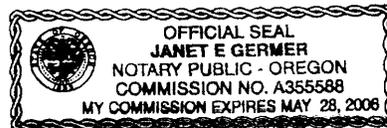
By: [Signature]

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of December, 2004, 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. Gerner
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Arkansas)
) ss.
COUNTY OF Sevier)

On this 15th day of December, 2004, before me personally appeared J. D. Ventricek, to me personally known, who being by me duly sworn, says that he is the Vice President / Gen Mgr 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.

Gloria Jean Caldwell
NOTARY PUBLIC

My commission expires:

Gloria Jean Caldwell Notary Public
Sevier County, Arkansas