

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

February 11, 2005

RECORDATION NO. 25454 FILED

FEB 14 '05 2-10 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 three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of December 1, 2004, 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: Weyerhaeuser Company
33663 Weyerhaeuser Way South
Federal Way, WA 98003

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

One hundred (100) 73-foot, 286,000 lb. GRL, riserless deck, center partition flatcars (V-5 Center Partition cars) with fabricated top chords, equipped with strap webbing for load securement and strap storage boxes marked and numbered AOK 29830 through AOK 29979, inclusive.

Also enclosed is a payment of \$32 payable to the order of the Surface Transportation Board covering the required recordation fee.

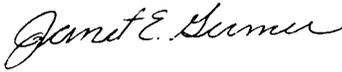
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams
February 11, 2005
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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 December 1,
2004 between Greenbrier Leasing Corporation, Lessor, and 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

WEYERHAEUSER COMPANY ("LESSEE")

DECEMBER 1, 2004

RIDER NO. 1

Memorandum of a Lease Agreement for Rider No. 1 made and entered into as of December 1, 2004 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") Weyerhaeuser Company, a Washington corporation ("Lessee").

WITNESSETH:

1. One hundred fifty (150) 73-foot, 286,000 lb. GRL, riserless deck, center partition flatcars (V-5 Center Partition cars) with fabricated top chords, equipped with strap webbing for load securement and strap storage boxes marked and numbered AOK 29830 through AOK 29979, inclusive.
2. The Lease Agreement and Rider No. 1 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. 1, 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: _____

WEYERHAEUSER COMPANY

By: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 10th day of February, 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. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Washington)
) ss.
COUNTY OF King)

On this 30th day of February, 2005, before me personally appeared Dale W. Kiehl to me personally known, who being by me duly sworn, says that he is the Director, Rail Services 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.

Cynthia E. Leichter
NOTARY PUBLIC

My commission expires: July 1, 2006

