



CORPORATION SERVICE COMPANY

RECORDATION NO. 25867 FILED

SEP 29 '05

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SURFACE TRANSPORTATION BOARD



September 28, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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Washington D.C. 20423
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Barbara.Saddler@stb.dot.gov

RE: 147721-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 26, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **WEYERHAEUSER COMPANY**
33663 Weyerhaeuser Way South, Mail Sort CH1L35 Federal Way, WA 98063

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **WEYERHAEUSER COMPANY** covering 200 flat cars with reporting marks and numbers – ATW 300000 – ATW 300199 – INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26th day of May, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor") and WEYERHAEUSER COMPANY, a Washington corporation, with an address at 33663 Weyerhaeuser Way South, Mail Sort CH1L35, Federal Way, WA 98063-9777 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

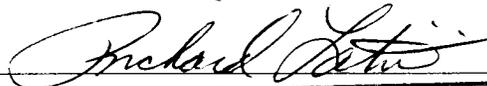
WHEREAS, the Lessor and the Lessee entered into that certain master Railcar Lease (the "Lease") dated as of May 26, 2005 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

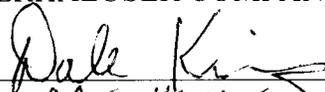
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
 Name: Richard Latini
 Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

WEYERHAEUSER COMPANY

By: 
 Name: DALE KING
 Title: DIRECTOR OF RAIL SERVICES

Schedule A

Number of Cars

Equipment Description

200

73' centerbeam lumber flat car

1	ATW	300000	53	ATW	300052	105	ATW	300104
2	ATW	300001	54	ATW	300053	106	ATW	300105
3	ATW	300002	55	ATW	300054	107	ATW	300106
4	ATW	300003	56	ATW	300055	108	ATW	300107
5	ATW	300004	57	ATW	300056	109	ATW	300108
6	ATW	300005	58	ATW	300057	110	ATW	300109
7	ATW	300006	59	ATW	300058	111	ATW	300110
8	ATW	300007	60	ATW	300059	112	ATW	300111
9	ATW	300008	61	ATW	300060	113	ATW	300112
10	ATW	300009	62	ATW	300061	114	ATW	300113
11	ATW	300010	63	ATW	300062	115	ATW	300114
12	ATW	300011	64	ATW	300063	116	ATW	300115
13	ATW	300012	65	ATW	300064	117	ATW	300116
14	ATW	300013	66	ATW	300065	118	ATW	300117
15	ATW	300014	67	ATW	300066	119	ATW	300118
16	ATW	300015	68	ATW	300067	120	ATW	300119
17	ATW	300016	69	ATW	300068	121	ATW	300120
18	ATW	300017	70	ATW	300069	122	ATW	300121
19	ATW	300018	71	ATW	300070	123	ATW	300122
20	ATW	300019	72	ATW	300071	124	ATW	300123
21	ATW	300020	73	ATW	300072	125	ATW	300124
22	ATW	300021	74	ATW	300073	126	ATW	300125
23	ATW	300022	75	ATW	300074	127	ATW	300126
24	ATW	300023	76	ATW	300075	128	ATW	300127
25	ATW	300024	77	ATW	300076	129	ATW	300128
26	ATW	300025	78	ATW	300077	130	ATW	300129
27	ATW	300026	79	ATW	300078	131	ATW	300130
28	ATW	300027	80	ATW	300079	132	ATW	300131
29	ATW	300028	81	ATW	300080	133	ATW	300132
30	ATW	300029	82	ATW	300081	134	ATW	300133
31	ATW	300030	83	ATW	300082	135	ATW	300134
32	ATW	300031	84	ATW	300083	136	ATW	300135
33	ATW	300032	85	ATW	300084	137	ATW	300136
34	ATW	300033	86	ATW	300085	138	ATW	300137
35	ATW	300034	87	ATW	300086	139	ATW	300138
36	ATW	300035	88	ATW	300087	140	ATW	300139
37	ATW	300036	89	ATW	300088	141	ATW	300140
38	ATW	300037	90	ATW	300089	142	ATW	300141
39	ATW	300038	91	ATW	300090	143	ATW	300142
40	ATW	300039	92	ATW	300091	144	ATW	300143
41	ATW	300040	93	ATW	300092	145	ATW	300144
42	ATW	300041	94	ATW	300093	146	ATW	300145
43	ATW	300042	95	ATW	300094	147	ATW	300146
44	ATW	300043	96	ATW	300095	148	ATW	300147
45	ATW	300044	97	ATW	300096	149	ATW	300148
46	ATW	300045	98	ATW	300097	150	ATW	300149
47	ATW	300046	99	ATW	300098	151	ATW	300150
48	ATW	300047	100	ATW	300099	152	ATW	300151
49	ATW	300048	101	ATW	300100	153	ATW	300152
50	ATW	300049	102	ATW	300101	154	ATW	300153
51	ATW	300050	103	ATW	300102	155	ATW	300154
52	ATW	300051	104	ATW	300103	156	ATW	300155

Schedule A

Number of Cars	Equipment Description	
200	73' centerbeam lumber flat car	
157	ATW	300156
158	ATW	300157
159	ATW	300158
160	ATW	300159
161	ATW	300160
162	ATW	300161
163	ATW	300162
164	ATW	300163
165	ATW	300164
166	ATW	300165
167	ATW	300166
168	ATW	300167
169	ATW	300168
170	ATW	300169
171	ATW	300170
172	ATW	300171
173	ATW	300172
174	ATW	300173
175	ATW	300174
176	ATW	300175
177	ATW	300176
178	ATW	300177
179	ATW	300178
180	ATW	300179
181	ATW	300180
182	ATW	300181
183	ATW	300182
184	ATW	300183
185	ATW	300184
186	ATW	300185
187	ATW	300186
188	ATW	300187
189	ATW	300188
190	ATW	300189
191	ATW	300190
192	ATW	300191
193	ATW	300192
194	ATW	300193
195	ATW	300194
196	ATW	300195
197	ATW	300196
198	ATW	300197
199	ATW	300198
200	ATW	300199