

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO. 25598-B FILED

DEC 5 0 '05

1-24 PM

SURFACE TRANSPORTATION BOARD

The Greenbrier Companies, Inc.

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

November 30, 2005

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 (1) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 2 dated as of September 16, 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 15, 2004, which was duly filed and recorded on May 23, 2005 and assigned Recordation Number 25598.

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: Canadian Forest Products Ltd.  
1700 West 75<sup>th</sup> Avenue, Suite 100  
Vancouver, BC V6P 6G2  
Canada

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

One (1) 73-foot center partition flatcars with riserless horizontal deck and non-tapered center partition designed for a gross rail load of 286,000 lbs. ("V-5 Centerpartition" railcars), with strap webbing for load securement and strap storage boxes, bearing reporting mark and number AOK 29646

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
November 30, 2005  
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. 2 dated as of  
September 16, 2004 between Greenbrier Leasing Corporation, Lessor, and  
Canadian Forest Products Ltd., Lessee.

Sincerely,



Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

***CANADIAN FOREST PRODUCTS LTD. ("LESSEE")***

***SEPTEMBER 15, 2004***

***SCHEDULE NO. 2***

***SEPTEMBER 16, 2004***

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Memorandum of Schedule No. 2 dated September 16, 2004 to a Lease Agreement made and entered into as of September 15, 2004 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Canadian Forest Products Ltd., a British Columbia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one (1) 73-foot center partition flatcar with a riserless horizontal deck and a non-tapered center partition designed for a gross rail load of 286,000 lbs. ("V-5 Centerpartition" railcar), with strap webbing for load securement and strap storage boxes, bearing reporting mark and number AOK 29646.
2. Schedule No. 2 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. 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.

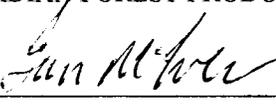
LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

CANADIAN FOREST PRODUCTS LTD.

BY: 

BY: 

NAME: LARRY C. BRADY

NAME: Ian McIver

TITLE: Vice President

TITLE: General Manager

DATE: 11/23/05

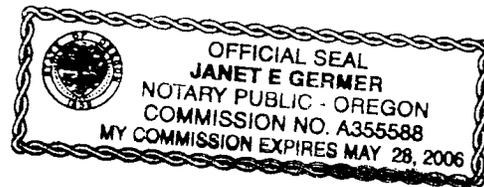
DATE: November 22, 2005

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 23<sup>rd</sup> day of November, 2005, before me personally appeared Larry G. Brady to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation 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.

Janet E. Germer  
NOTARY PUBLIC

My commission expires: 5/28/2006



PROVINCE OF BC )  
 ) ss.  
CITY Vancouver )  
COUNTY OF Vancouver )

On this 22 day of Nov, 2005, before me personally appeared Jan McIver, to me personally known, who being by me duly sworn, says that s/he is the General Manager of Canadian Forest Products Ltd. 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.

[Signature]  
NOTARY PUBLIC

My commission <sup>does not</sup> expires: \_\_\_\_\_