



CORPORATION SERVICE COMPANY

RECORDATION NO. 26239 FILED

MAR 10 '06

11-16 AM

SURFACE TRANSPORTATION BOARD



March 9, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington, DC 20423
Barbara.saddler@stb.dot.gov

RE: 150790-1

Dear Barbara,

Enclosed are two (2) originals of the Memorandum of Railcar Lease dated as of January 1, 2006 between the following parties:

Lessor; The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: Potlatch Forest Products Corporation
601 West Riverside Avenue, Suite 1100 Spokane, WA 99201

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 the Lessee: Potlatch Forest Products Corporation covering 75 flat cars with reporting marks and numbers - ATW1685 - ATW1759 (old numbers TKEN2732 - TKEN20839) - 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 800-995-0571 x 3813.

Thank you for your prompt attention to this matter.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703

MAR 10 '06

11-16 AM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD



THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5 day of January, 2006, 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 POTLATCH FOREST PRODUCTS CORPORATION, a DELAWARE corporation with an address at 601 W. RIVERSIDE AVE (the "Lessee" and, together with the Lessor, the "Parties").
SUITE 1100
SPOKANE, WA 99201

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor (as assignee of Joseph Leasing LTD, formerly known as DJJ Leasing LTD) and Potlatch Corporation entered into that certain Lease Agreement dated March 1, 1998 and Rider No. 1 thereto (the "Lease Agreement"), Amendment No. 1 to Lease Agreement dated November 13, 1998, Amendment No. 2 to Lease Agreement dated June 13, 2001, Amendment No. 3 to Railroad Equipment Lease dated July 17, 2002, Amendment No. 4 to Railroad Equipment Lease dated October 24, 2003, Amendment No. 5 to Railroad Equipment Lease dated June 21, 2005, and Amendment No. 6 dated as of July 8, 2005 (collectively referred to as the "Lease") covering the equipment listed on Exhibit A hereto (the "Equipment");

WHEREAS, Potlatch Corporation assigned the Lease to Lessee effective as of January 1, 2006; and

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.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: CHARLES MERRATH
Title: VICE PRESIDENT

POTLATCH FOREST PRODUCTS CORPORATION

By: [Signature]
Name: DAVID A. WEISEL
Title: DIRECTOR OF DISTRIBUTION

State of Idaho)
County of Wayne)

On this, the 17th day of January, 2006, before me, a Notary Public in and for said County and State, personally appeared David A. Weisel, the Director of Distribution of POTLATCH FOREST PRODUCTS CORPORATION, who acknowledged himself/herself to be a duly authorized officer of POTLATCH FOREST PRODUCTS CORPORATION, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Carol Thompson
Notary Public



My Commission Expires: 8/12/11

State of New York)
)
County of New York)

On this, the 24th day of January, 2006, before me, a Notary Public in and for said County and State, personally appeared Charles Mc Heath the Vice-President of The CIT Group/Equipment Financing, Inc., who acknowledged himself/herself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Barbara Garner
Notary Public

BARBARA GARNER
Notary Public, State of New York
No. C1GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

My Commission Expires: _____

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Seventy-five (75), 1998-1999 built centerbeam flatcars. The seventy-five (75) flatcars are in the process of being remarked. The below list reflects the "old mark" and "new mark" for each of the seventy-five (75) centerbeam flatcars.

Old Mark	New Mark
TKEN2732	ATW1685
TKEN2741	ATW1686
TKEN2754	ATW1687
TKEN2757	ATW1688
TKEN2759	ATW1689
TKEN2760	ATW1690
TKEN2762	ATW1691
TKEN2764	ATW1692
TKEN2769	ATW1693
TKEN2774	ATW1694
TKEN2776	ATW1695
TKEN2777	ATW1696
TKEN2785	ATW1697
TKEN2792	ATW1698
TKEN2793	ATW1699
TKEN2798	ATW1700
TKEN12002	ATW1701
TKEN12005	ATW1702
TKEN12011	ATW1703
TKEN12016	ATW1704
TKEN12021	ATW1705
TKEN12029	ATW1706
TKEN12031	ATW1707
TKEN12034	ATW1708
TKEN12038	ATW1709
TKEN20715	ATW1710
TKEN20716	ATW1711
TKEN20717	ATW1712
TKEN20718	ATW1713
TKEN20719	ATW1714
TKEN20720	ATW1715
TKEN20721	ATW1716
TKEN20722	ATW1717
TKEN20723	ATW1718
TKEN20724	ATW1719
TKEN20725	ATW1720
TKEN20726	ATW1721
TKEN20727	ATW1722
TKEN20728	ATW1723
TKEN20729	ATW1724
TKEN20730	ATW1725
TKEN20731	ATW1726
TKEN20732	ATW1727

Old Mark

New Mark

TKEN20733	ATW1728
TKEN20734	ATW1729
TKEN20735	ATW1730
TKEN20736	ATW1731
TKEN20737	ATW1732
TKEN20738	ATW1733
TKEN20739	ATW1734
TKEN20815	ATW1735
TKEN20816	ATW1736
TKEN20817	ATW1737
TKEN20818	ATW1738
TKEN20819	ATW1739
TKEN20820	ATW1740
TKEN20821	ATW1741
TKEN20822	ATW1742
TKEN20823	ATW1743
TKEN20824	ATW1744
TKEN20825	ATW1745
TKEN20826	ATW1746
TKEN20827	ATW1747
TKEN20828	ATW1748
TKEN20829	ATW1749
TKEN20830	ATW1750
TKEN20831	ATW1751
TKEN20832	ATW1752
TKEN20833	ATW1753
TKEN20834	ATW1754
TKEN20835	ATW1755
TKEN20836	ATW1756
TKEN20837	ATW1757
TKEN20838	ATW1758
TKEN20839	ATW1759