



CORPORATION SERVICE COMPANY

RECORDATION NO. 25867-A FILED

APR 09 '07

2-56 PM

SURFACE TRANSPORTATION BOARD



April 6, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401

RE: 838970/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 04/13/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

Weyerhaeuser Company  
33663 Weyerhaeuser Way South  
Mail Sor CH1L35  
Federal Way, WA 98063

**Lessor:**

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

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2/6/07 day of \_\_\_\_\_, 2007, 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 29, 2006 and given Recordation Number 25867.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in Schedule A hereto, 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: J. Michael Keasling  
Name: J. MICHAEL KEASLING  
Title: Senior Vice President

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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: Dale King  
Name: DALE KING  
Title: DIRECTOR OF RAIL SERVICES

# Schedule A

Number of Cars

Equipment Description

15 73' centerbeam lumber flat car

1	FCEN	96550
2	FCEN	96551
3	FCEN	96552
4	FCEN	96553
5	FCEN	96554
6	FCEN	96555
7	FCEN	96556
8	FCEN	96557
9	FCEN	96558
10	FCEN	96559
11	FCEN	96560
12	FCEN	96561
13	FCEN	96562
14	FCEN	96563
15	FCEN	96564