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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

October 5, 2016

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Memorandum of Lease Schedule No. 2, dated as of October 4, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document amends the Memorandum of Lease Schedule No. 2 previously filed with the Board under Recordation Number 30684.

The names and addresses of the parties to the enclosed document re:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Lessee: Roseburg Forest Products Co.  
10599 Old Highway 99 South  
Roseburg, OR 97432

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

60 gondola railcars covered by the Memorandum of Lease Schedule No. 2 filed with the Board under Recordation Number 30684 are DELETED; and the following 41 gondola railcars are ADDED:

GBRX 934743  
GBRX 934759  
GBRX 934800

GBRX 934808  
GBRX 934826  
GBRX 934836  
GBRX 934842  
GBRX 934843  
GBRX 934849  
GBRX 934851  
GBRX 934860  
GBRX 934866  
GBRX 934874  
GBRX 934875  
GBRX 934876  
GBRX 934877  
GBRX 934879  
GBRX 934881  
GBRX 934883  
GBRX 934885  
GBRX 934886  
GBRX 934887  
GBRX 934895  
GBRX 934901  
GBRX 934905  
GBRX 934907  
GBRX 934908  
GBRX 934912  
GBRX 934932  
GBRX 934934  
GBRX 934935  
GBRX 934937  
GBRX 934946  
GBRX 934948  
GBRX 934951  
GBRX 934952  
GBRX 934953  
GBRX 934956  
GBRX 934962  
GBRX 934967  
GBRX 934968

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

Amendment No. 1 to Memorandum of Lease Schedule No. 2.

Section Chief  
October 5, 2016  
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Also enclosed is a check in the amount of \$45.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

AMENDMENT NO. 1 TO MEMORANDUM OF LEASE

SCHEDULE NO. 2

This Amendment No. 1 to Memorandum of Lease for Schedule No. 2 is dated as of October 4, 2016, and is effective July 12, 2015, and amends that certain Memorandum of Lease for Schedule No. 2 dated as of November 1, 2011 (the "Schedule"), to a Lease Agreement made and entered into as of August 1, 2007, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Roseburg Forest Products Co., an Oregon corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of sixty (60) 7,452 cubic foot capacity woodchip gondola railcars ("Original Cars"); and

WHEREAS, a Memorandum of Schedule No. 2 was filed with the Surface Transportation Board ("STB") on April 1, 2013, under STB Recordation Number 30684; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments to the Schedule by deleting all sixty (60) of the Original Cars and adding forty-one (41) used 6,000 to 6,810 cubic foot capacity wood chip gondola railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
  1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty-one (41) used 6,000 to 6,810 cubic foot capacity wood chip gondola railcars bearing marks and numbers as set forth in the attached Rail Equipment List.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager 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.*

GREENBRIER LEASING COMPANY LLC

BY:   
NAME: Larry D. Stanley  
TITLE: Sr. 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.*

ROSEBURG FOREST PRODUCTS CO.

BY:   
NAME: Tom Gennarelli  
TITLE: Dif

## RAIL EQUIPMENT LIST

Mark	Number
GBRX	934743
GBRX	934759
GBRX	934800
GBRX	934808
GBRX	934826
GBRX	934836
GBRX	934842
GBRX	934843
GBRX	934849
GBRX	934851
GBRX	934860
GBRX	934866
GBRX	934874
GBRX	934875
GBRX	934876
GBRX	934877
GBRX	934879
GBRX	934881
GBRX	934883
GBRX	934885
GBRX	934886
GBRX	934887
GBRX	934895
GBRX	934901
GBRX	934905
GBRX	934907
GBRX	934908
GBRX	934912
GBRX	934932
GBRX	934934
GBRX	934935
GBRX	934937
GBRX	934946
GBRX	934948
GBRX	934951
GBRX	934952
GBRX	934953
GBRX	934956
GBRX	934962
GBRX	934967
GBRX	934968

Total Cars: 41

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: October 5, 2016

*Edward M. Luria*

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Edward M. Luria