

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

REC-22034 FILED

FEB 22 '99

2-19 PM

February 8, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Memorandum of Lease Agreement for Schedule No. 3 dated as of December 10, 1998, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of January 16, 1995, which was duly filed and recorded on June 8, 1995 and assigned Recordation Number 19452.

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: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

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

Three Hundred (300) 52-foot mill gondola railcars with 286,000 lbs. GRL, marked and numbered CSXT 487700 through CSXT 487999, inclusive.

Mr. Vernon A. Williams

February 8, 1999

Page 2

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for Schedule No. 3 dated as of December 10, 1998 to Lease Agreement dated as of January 16, 1995, between Greenbrier Leasing Corporation, Lessor, and CST Transportation, Inc., Lessee, covering three hundred (300) 52-foot mill gondola railcars with 286,000 lbs. GRL, marked and numbered CSXT 487700 through CSXT 487999, inclusive.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

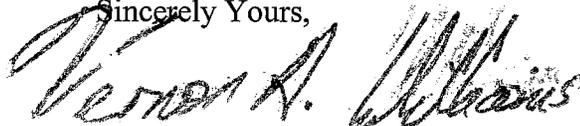
OFFICE OF THE SECRETARY

Janet E. Johnston
The Greenbrier Companies, Inc.
One Centerpointe Drive, Ste. 200
Lake Oswego Oregon 97035

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/22/99 at 2:19PM, and
assigned recordation numbers (s): 22034.

Sincerely Yours,



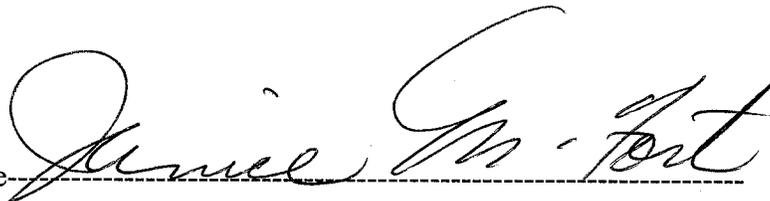
Vernon A. Williams

Enclosure(s)

26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 22034 FILED

FEB 22 '99

2-19 PM

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CSX TRANSPORTATION, INC. ("LESSEE")

JANUARY 16, 1995

SCHEDULE NO. 3 DATED AS OF DECEMBER 10, 1998

Memorandum of a Lease Agreement made and entered into as of January 16, 1995 with Schedule No. 3 dated as of December 10, 1998 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and CSX Transportation, Inc., a Virginia corporation ("Lessee").

WITNESSETH:

- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor Three Hundred (300) 52-foot mill gondola railcars with 286,000 lbs. GRL, marked and numbered as follows:

CSXT 487700 through CSXT 487999, inclusive

- 2. 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.

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: GREENBRIER LEASING CORPORATION

By: Norriss M. Webb

Title: Executive Vice President

LESSEE: CSX TRANSPORTATION, INC.

By: [Signature]

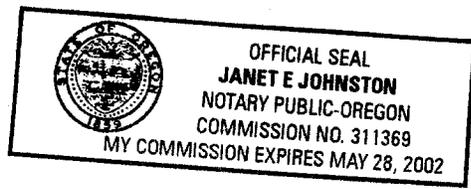
Title: Asst. Treas.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of February, ¹⁹⁹⁸1998, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF FLORIDA)
)
COUNTY OF Duval) ss.

On this 18TH day of January, 1998, before me personally appeared J. M. Tilley, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of CSX Transportation, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Howard Michael Lee
NOTARY PUBLIC

My commission expires: 8/2/1999

WORDLEASE 98\L121081 CSX SCH. 3.doc

