

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc

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

June 13, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

20143 - B
FILED 1425
JUN 17 1996 - 3 10 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 13, 1996 for Schedule No. 3 dated as of May 14, 1996, 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 March 13, 1996 which is being filed at the same time as this document.

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: Gulf Coast Portland Cement Company
DBA Transenergy Grinding, Inc.
6203 Industrial Way
Houston, TX 77011

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

Fifty (50) 100-ton Plate E 5250 cubic-foot covered hopper railcars bearing marks and numbers TEGX 300 through TEGX 349, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

June 13, 1996

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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 Commission's Index is:

Memorandum of Lease Agreement dated as of March 13, 1996 for Schedule No. 3 dated as of May 14, 1996, between Greenbrier Leasing Corporation, Lessor, and Gulf Coast Portland Cement Company DBA Transenergy Grinding, Inc., Lessee, covering fifty (50) 100-ton Plate E 5250 cubic-foot covered hopper railcars bearing marks and numbers TEGX 300 through TEGX 349, inclusive.

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.

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**MEMORANDUM OF LEASE AGREEMENT DATED MARCH 13, 1996
FOR SCHEDULE NO. 3 DATED MAY 14, 1996**

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

**GULF COAST PORTLAND CEMENT COMPANY
DBA TRANSENERGY GRINDING, INC. ("LESSEE")**

MAY 14, 1996

Memorandum of a Lease Agreement Dated as of March 13, 1996 for Schedule No. 3 made and entered into as of May 14, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Gulf Coast Portland Cement Company, dba Transenergy Grinding, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 100-ton Plate E 5250 cubic-foot covered hopper railcars bearing marks and numbers as follows:

TEGX 300 through TEGX 349, inclusive.

2. The Lease Agreement shall be effective as of the date of Schedule No. 3 set forth hereinabove and shall be subject to the lease term, as described in Schedule No. 3 to the Lease Agreement

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

LESSOR: GREENBRIER LEASING CORPORATION

LESSEE: GULF COAST PORTLAND CEMENT COMPANY
DBA, TRANSENERGY GRINDING, INC.

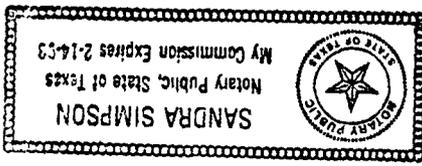
By: Norman M. Webb

By: [Signature]

Title: Executive Vice President

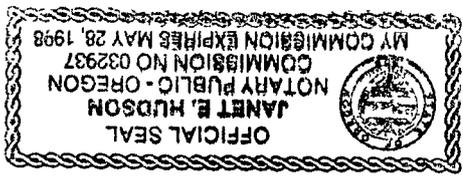
Title: PRESIDENT

My commission expires: 5-14-98



Sandra Simpson
NOTARY PUBLIC

On this 5th day of June, 1996, before me personally appeared Greenbrner Leasing Corporation of Greenbrner Leasing Corporation, who being by me personally known, says that he is the President of Greenbrner Leasing Corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



STATE OF Oregon
COUNTY OF Clackamas
)
) ss.
)

My commission expires: 5/28/98

Janet E. Hudson
NOTARY PUBLIC

On this 7th day of June, 1996, 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 Greenbrner 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.

STATE OF OREGON
COUNTY OF CLACKAMAS
)
) ss.
)