

**THE
GREENBRIER
COMPANIES**

RECORDATION NO 27658 FILED

SEP 29 '08

3-29 PM

The Greenbrier Companies, Inc.
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

September 26, 2008



Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated July 1, 2008, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

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

Lessee: MillerCoors LLC
17735 W. 32nd Avenue
Golden, CO 80401

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

Seventy (70) new, 5,188 cubic foot, 111-ton welded steel triple covered hopper railcars with through center sills and gravity discharge outlets, marked and numbered GBRX 67000 through GBRX 67069, inclusive. The railcars marked and numbered GBRX 67060 through GBRX 67069 are equipped with gravity pneumatic discharge gates.

Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

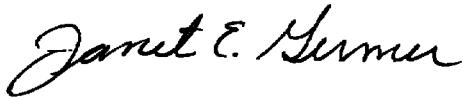
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Ms. Anne K. Quinlan
September 26, 2008
Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of July 1,
2008 between Greenbrier Leasing Company LLC, Lessor, and
MillerCoors LLC, Lessee.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Germer".

Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

MILLERCOORS LLC ("LESSEE")

JULY 1, 2008

SCHEDULE NO. 1

JULY 1, 2008

Memorandum of Schedule No. 1 dated July 1, 2008 to a Lease Agreement made and entered into as of July 1, 2008 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and MillerCoors LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy (70) new 5,188 cubic foot, 111-ton welded steel triple covered hopper railcars with through center sills and gravity discharge outlets, marked and numbered GBRX 67000 through GBRX 67069, inclusive. The railcars marked and numbered GBRX 67060 through GBRX 67069 are equipped with gravity pneumatic discharge gates.
2. Schedule No. 1 to 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 and Schedule No. 1, as each may be amended from time to time.

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

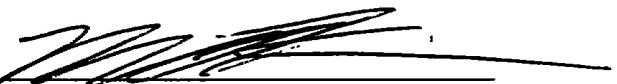
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

MILLERCOORS LLC

BY: 

BY: 

NAME: Larry Stanley

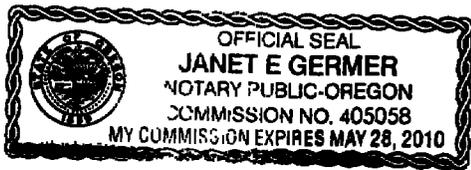
NAME: Michael Kaiser

TITLE: Vice President

TITLE: Pneumatic Mgr.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th day of September, 2008, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

STATE OF Colorado)
) ss.
COUNTY OF Jefferson)



On this 24th day of September, 2008, before me personally appeared Michael Kaiser, to me personally known, who being by me duly sworn, says that s/he is the PROCUREMENT MGR of MillerCoors LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Rita M. Dittrich
NOTARY PUBLIC
My commission expires: 02/21/2010