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March 21, 2000

RECORDATION NO. **19452-E** FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

MAR 22 '00 12:02 PM
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SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of Schedule No. 5, dated as of March 1, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under 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, Florida 32202

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

two hundred twenty (220) boxcars bearing reporting marks and
road numbers CSXT 167000 through CSXT 167219

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Mr. Vernon Williams
March 21, 2000
Page Two

Also enclosed is a check in the amount of \$26.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 19452-E FILED

MAR 22 '00 12-02 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CSX TRANSPORTATION, INC. ("LESSEE")

JANUARY 16, 1995

SCHEDULE NO. 5 DATED AS OF MARCH 1, 2000

This Memorandum of Lease Agreement is made and entered into as of March 1, 2000 in conjunction with Schedule No. 5 to the Lease Agreement dated January 16, 1995 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 two hundred twenty (220) 60-foot Plate F boxcars equipped with 10-foot six-inch single plug doors with special door gasket, non-metallic door rollers, 60K nailable steel floors, 15-inch EOCC, NACO swing motion trucks, FMI 13/2 active draft cushioning, 3-inch by 8 1/2 -inch side posts, forged brake levers, 10-inch by 12-inch brake cylinder and Big Blue stencils, marked and numbered CSXT 167000 through CSXT 167219.
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: Worris M. Webb

Title: Executive Vice President

LESSEE: CSX TRANSPORTATION, INC.

By: [Signature]

Title: Est. Treasurer

RECORDATION NO. 19452-E FILED

MAR 22 '00 12-02 PM

SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 16th day of March, 2000, 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)
) ss.
COUNTY OF Deval)

On this 15th day of March, 2000, before me personally appeared J. M. Jolley, to me personally known, who being by me duly sworn, says that he is the Asst. 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: 8/2/2003

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