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ELIAS C. ALVORD (1942)
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RECORDATION NO. 19452-F FILED

MAY 30 '00 11-43 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 30, 2000

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Memorandum of Lease Agreement (Schedule No. 7), dated as of May 1, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease 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
Lake Oswego, OR 97035

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

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

20 railcars CSXT 600000 - CSXT 600019

Mr. Vernon Williams
May 30, 2000
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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 cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/cc
Enclosures

RECORDATION NO. 19452-F FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CSX TRANSPORTATION, INC. ("LESSEE")

JANUARY 16, 1995

SCHEDULE NO. 7 DATED AS OF MAY 1, 2000

Memorandum of Lease Agreement for Schedule No. 7 dated May 1, 2000 to the Lease Agreement entered into as of 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:

Twenty (20) two-unit articulated Auto-Max™ vehicle-carrying railcars with 70-ton trucks, Standard Car Truck copolymer chocks, and EOCC, configured for bi-level or tri-level service, marked and numbered CSXT 600000 through CSXT 600019, inclusive.

2. Schedule No. 7 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. 7.

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

LESSOR: GREENBRIER LEASING CORPORATION

By: Norman M. Webb

Title: Executive Vice President

LESSEE: CSX TRANSPORTATION, INC.

By: [Signature]

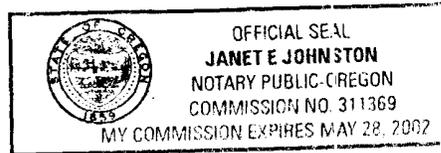
Title: Asst. Treas.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th day of May, 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 Duval)

On this 24th day of May, 2000, before me personally appeared James M. Tilley, to me personally known, who being by me duly sworn, says that s/he is the Asst. Treasurer of CSX Transportation, Inc. that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Dorothy A. McDowell
NOTARY PUBLIC

My commission expires: 11/22/03

