

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

June 27, 2001

RECORDATION NO. 19452-L FILED

JUL - 5 '01 2-26 PM

SURFACE TRANSPORTATION BOARD



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 11303 are one (1) original and three (3) photocopies of Schedule No. 9 dated October 5, 2000, to the Lease Agreement dated as of January 16, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the 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:

Eighty (80) 60-foot, Plate F boxcars with double eight-foot plug doors, smooth floors, and EOCC, marked and numbered as indicated on the attached Rail Equipment List.

Also enclosed is a payment of \$28 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.

Mr. Vernon A. Williams
June 27, 2001
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A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Schedule No. 9 dated as of October 5, 2000, to a Lease Agreement dated as of January 16, 1995, between Greenbrier Leasing Corporation, Lessor, and CSX Transportation, Inc. covering eighty (80) 60-foot, Plate F boxcars with double eight-foot plug doors, smooth floors, and EOCC, marked and numbered as indicated on the attached Rail Equipment List.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RAILCAR EQUIPMENT LIST

MARK	NUMBER	MARK	NUMBER
AOK	119002	AOK	119056
AOK	119003	AOK	119057
AOK	119005	AOK	119059
AOK	119006	AOK	119061
AOK	119007	AOK	119062
AOK	119008	AOK	119063
AOK	119009	AOK	119066
AOK	119010	AOK	119067
AOK	119011	AOK	119068
AOK	119012	AOK	119069
AOK	119013	AOK	119070
AOK	119014	AOK	119071
AOK	119016	AOK	119072
AOK	119018	AOK	119073
AOK	119019	AOK	119074
AOK	119020	AOK	119075
AOK	119021	AOK	119077
AOK	119022	AOK	119078
AOK	119023	AOK	119079
AOK	119025	AOK	119080
AOK	119026	AOK	119081
AOK	119028	AOK	119082
AOK	119029	AOK	119083
AOK	119030	AOK	119084
AOK	119031	AOK	119085
AOK	119032	AOK	119086
AOK	119033	AOK	119087
AOK	119036	AOK	119088
AOK	119037	AOK	119089
AOK	119039	AOK	119090
AOK	119040	AOK	119091
AOK	119041	AOK	119092
AOK	119043	AOK	119093
AOK	119044	AOK	119094
AOK	119046	AOK	119095
AOK	119047	AOK	119096
AOK	119048	AOK	119097
AOK	119050	AOK	119098
AOK	119053	AOK	119099
AOK	119054		
AOK	119055		
			TOTAL CARS: 80

RECORDATION NO. 19452-L FILED

JUL - 5 '01 12-26 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CSX TRANSPORTATION, INC. ("LESSEE")

JANUARY 16, 1995

SCHEDULE NO. 9 DATED AS OF OCTOBER 5, 2000

Memorandum of Lease Agreement for Schedule No. 9 dated October 5, 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:

Eighty (80) 60-foot, Plate F boxcars with double eight-foot plug doors, smooth floors, and EOCC, marked and numbered as indicated on the attached Rail Equipment List.

2. Schedule No. 9 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. 9.

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: Norris M. Webb

Title: Executive Vice President

LESSEE: CSX TRANSPORTATION, INC.

By: Jan E. Singer

Title: VP Product Performance

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of June, 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

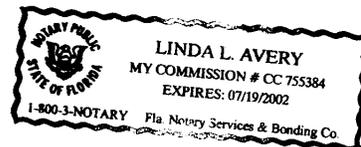


STATE OF FLORIDA)
) ss.
COUNTY OF Deval)

On this 10th day of May, 2000, before me personally appeared James Snyder, to me personally known, who being by me duly sworn, says that s/he is the VP Product Performance 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.

Linda L. Avery
NOTARY PUBLIC

My commission expires: 7/19/2002



RAILCAR EQUIPMENT LIST

MARK	NUMBER	MARK	NUMBER
AOK	119002	AOK	119054
AOK	119003	AOK	119055
AOK	119005	AOK	119056
AOK	119006	AOK	119057
AOK	119007	AOK	119059
AOK	119008	AOK	119061
AOK	119009	AOK	119062
AOK	119010	AOK	119063
AOK	119011	AOK	119066
AOK	119012	AOK	119067
AOK	119013	AOK	119068
AOK	119014	AOK	119069
AOK	119016	AOK	119070
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AOK	119048	AOK	119095
AOK	119050	AOK	119096
AOK	119053	AOK	119097

AOK	119098
AOK	119099

TOTAL CARS: 80

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