

RECORDATION NO. 23372-I FILED

AUG 30 '01 3-10 PM
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SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 30, 2001

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 two (2) copies of an Amended Memorandum of Lease Agreement (Rider No. 7), dated June 1, 2001, 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 23372.

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

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive
Lake Oswego, OR 97035

Lessee: Florida East Coast Railway, L.L.C.
1 Malaga Street
Saint Augustine, FL 32084

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

82 railcars within the series FEC 70990 - FEC 71049 and 24 railcars within the series FEC 70001 - FEC 70053 attached hereto

Mr. Vernon A. Williams
August 30, 2001
Page Two

A short summary of the document to appear in the index follows:

Amended Memorandum of Lease Agreement (Rider No. 7)

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

Railcar List

Eighty-two (82) stand-alone double-stack railcars, 58 of which are marked and numbered FEC 70990 through FEC 71049, with the exceptions of FEC 71026 and FEC 71034, and 24 of which are marked and numbered as follows:

FEC	70001	FEC	70014
FEC	70002	FEC	70015
FEC	70003	FEC	70023
FEC	70004	FEC	70024
FEC	70005	FEC	70026
FEC	70006	FEC	70027
FEC	70007	FEC	70031
FEC	70008	FEC	70035
FEC	70009	FEC	70037
FEC	70011	FEC	70039
FEC	70012	FEC	70040
FEC	70013	FEC	70053

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

FLORIDA EAST COAST RAILWAY, L.L.C. ("LESSEE")

MAY 1, 2000

RIDER NO. 7 DATED JUNE 1, 2001

Memorandum of a Lease Agreement dated as of May 1, 2000, and Rider No. 7 thereto, made and entered into as of June 1, 2001, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Florida East Coast Railway, L.L.C., a Florida limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from eighty-two (82) stand-alone double-stack railcars with 53-foot wells as indicated in the attached Railcar List.
2. The Lease Agreement and Rider No. 7 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 7.

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:

LESSEE:

GREENBRIER LEASING CORPORATION

FLORIDA EAST COAST RAILWAY, L.L.C.

BY: Norriss M. Webb

BY: W. G. Griffiths

NAME: Norriss M. Webb

NAME: W. G. Griffiths

TITLE: Executive Vice President

TITLE: V.P. & C.M.O.

DATE: 8/29/01

DATE: 8/28/01

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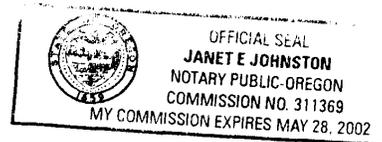
SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 29th day of August, 2001, 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 St Johns)

On this 28 day of August, 2001, before me personally appeared W. G. Griffiths, to me personally known, who being by me duly sworn, says that s/he is the VP & CMO of FLORIDA EAST COAST RAILWAY, L.L.C., 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.

Bonnie D. Hatfield
NOTARY PUBLIC

BONNIE D. HATFIELD
Notary Public, State of Florida
My commission expires: My comm. expires Oct. 24, 2003
Comm. No. CC 880749

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Railcar List

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