

RECORDATION NO. 23372-J FILED

AUG 30 '01 3-12 PM  
TS  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

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. 8), dated June 2, 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:

380 railcars within the series FEC 70000 - FEC 71124 to be identified in one or more Certificates of Acceptance executed by the Lessee.

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. 8)

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,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

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

***MAY 1, 2000***

***RIDER NO. 8 DATED JUNE 2, 2001***

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Memorandum of a Lease Agreement dated as of May 1, 2000, and Rider No. 8 thereto, made and entered into as of June 2, 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 Lessor three hundred eighty (380) stand-alone double-stack railcars with 53-foot wells, marked and numbered FEC 70000 through FEC 71124, non-inclusive (the "Cars"). The Cars will be identified in one or more Certificates of Acceptance to be executed by Lessee.
2. The Lease Agreement and Rider No. 8 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 8.

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 29<sup>th</sup> 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 WG (with the), 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: ~~Oct. 24, 2003~~  
Comm. No. CC 880749