

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

January 18, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001



RECORDATION NO. 23372 FILED

FEB 5 '01 12-51 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of May 1, 2000, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: Greenbrier Leasing Limited  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Florida East Coast Industries, Inc.  
One Malaga Street  
St. Augustine, FL 32805-1048

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

- Group A: One hundred twenty-one (121) 89-foot, 70-ton, TOFC and/or COFC flatcars marked and numbered FEC 3300 through FEC 3420, inclusive;
- Group B: Twenty (20) 89-foot, 70-ton, TOFC flatcars capable of handling two 45-foot trailers marked and numbered FEC 3421 through FEC 3440, inclusive;
- Group C: Twenty-one (21) 85-foot, 70-ton COFC flatcars capable of handling two 40-foot containers or three 20-foot containers marked and numbered : FEC 3441 through FEC 3465, with the exception of FEC 3450, FEC 3451, FEC 3453, and FEC 3462.

Mr. Vernon A. Williams  
January 18, 2001  
Page 2

Also enclosed is a payment of \$26 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.

A short summary of the enclosed primary document to appear in the Commission's Index is:

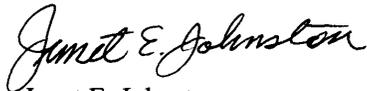
Memorandum of Lease Agreement for Rider No. 1 dated as of May 1, 2000 covering the following railcars:

Group A: One hundred twenty-one (121) 89-foot, 70-ton, TOFC and/or COFC flatcars marked and numbered FEC 3300 through FEC 3420, inclusive;

Group B: Twenty (20) 89-foot, 70-ton, TOFC flatcars capable of handling two 45-foot trailers marked and numbered FEC 3421 through FEC 3440, inclusive;

Group C: Twenty-one (21) 85-foot, 70-ton COFC flatcars capable of handling two 40-foot containers or three 20-foot containers marked and numbered : FEC 3441 through FEC 3465, with the exception of FEC 3450, FEC 3451, FEC 3453, and FEC 3462.

Sincerely,



Janet E. Johnston  
Assistant to the  
Executive Vice President

JEJ:bjz  
Enclosure

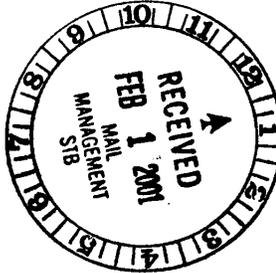
cc: Robert W. Alvord, Esq.

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

January 31, 2001



RECORDATION NO. 23372 FILED

FEB 5 '01 12:51 PM

TS  
SURFACE TRANSPORTATION BOARD

Ms. Taledia Stokes  
Section of Publication and Records  
Surface Transportation Board  
Office of the Secretary  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Dear Taledia:

Per our telephone conversation this morning, enclosed please find a check in the amount of \$1.00 to cover the additional fee for filing the Memorandum of Lease for Florida East Coast Industries, Inc. which was sent to you on January 18, 2001 along with our check for \$26.00.

If you have any questions, please do not hesitate to call.

Sincerely,

Janet E. Johnston  
Assistant to the Executive Vice President

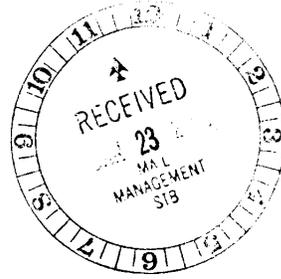
jej  
Enclosure

RECORDATION NO. 23372 FILED

FEB 5 '01 12:51 PM

SURFACE TRANSPORTATION BOARD

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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. 1 DATED MAY 1, 2000

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Memorandum of a Lease Agreement and Rider No. 1 thereto, made and entered into as of May 1, 2000 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:

Group A: One hundred twenty-one (121) 89-foot, 70-ton, TOFC and/or COFC flatcars, marked and numbered FEC 3300 through FEC 3420, inclusive;

Group B: Twenty (20) 89-foot, 70-ton, TOFC flatcars capable of handling two 45-foot trailers, marked and numbered FEC 3421 through FEC 3440, inclusive;

Group C: Twenty-one (21) 85-foot, 70-ton COFC flatcars capable of handling two 40-foot containers or three 20-foot containers, marked and numbered FEC 3441 through FEC 3465, with the exception of FEC 3450, FEC 3451, FEC 3453, and FEC 3462.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 1.

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: VP & CMO

DATE: 1/15/01

DATE: JAN. 11, 2001

RECORDATION NO. 23372 FILED

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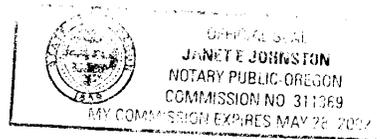
SURFACE TRANSPORTATION BOARD

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 15<sup>th</sup> day of January, <sup>2001</sup>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 St Johns )

On this 11 day of January, <sup>2001</sup>2000, before me personally appeared W. G. Griffith 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.

BARBARA ALLEN  
Notary Public, State of Florida  
My Comm. expires Sept. 6, 2002  
Comm. No. CC 761783

Barbara Allen  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_