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September 4, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 23641 FILED

SEP -7 '01 19-26 AM

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Limited Recourse Lease Agreement** dated as of August 30, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **GREENBRIER LEASING CORPORATION**  
One Centerpointe Drv., Suite 200, Lake Oswego, OR 97035

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

Memorandum of Limited Recourse Lease Agreement between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **GREENBRIER LEASING CORPORATION** covering 40 double-stack railcars with reporting marks and numbers — FEC 60085-FEC 60124, INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator



# LEXIS<sup>®</sup> Document Services

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Enclosure

RECORDATION NO. 23641 FILED

SEP -7 '01 19-26 AM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LIMITED RECOURSE LEASE AGREEMENT***

***BETWEEN***

***THE CIT GROUP / EQUIPMENT FINANCING, INC. ("LESSOR")***

***AND***

***GREENBRIER LEASING CORPORATION ("LESSEE")***

***AUGUST 30, 2001***

***SCHEDULE NO. 1 DATED AUGUST 30, 2001***

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Memorandum of a Limited Recourse Lease Agreement dated as of August 30, 2001, and Schedule No. 1 thereto, made and entered into on even date herewith by and between The CIT Group / Equipment Financing, Inc., a Delaware corporation ("Lessor"), and Greenbrier Leasing Corporation, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor forty (40) three-unit, drawbar-connected double-stack railcars with 53-foot wells, marked and numbered FEC 60085 through FEC 60124, inclusive.
2. The Limited Recourse Lease Agreement and Schedule No. 1 shall be effective as of the date first set forth hereinabove and shall be subject to the term set forth in Schedule 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:

THE CIT GROUP / EQUIPMENT  
FINANCING, INC.

GREENBRIER LEASING CORPORATION

BY: Stephen Z Serpeca

BY: Mark Rittenbaum

NAME: STEPHEN Z SERPECA

NAME: Mark Rittenbaum

TITLE: SR VP

TITLE: Vice President

DATE: 8/30/01

DATE: 8/20/01

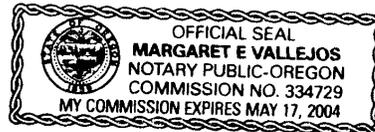
STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK )

On this 30th day of August, 2001, before me personally appeared Stephen Z. Serpa to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of The CIT Group / Equipment Financing, Inc., 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.

Indra Bedasie  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_  
INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires Oct. 19, 2002

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )



On this 29th day of August, 2001, before me personally appeared Mark Rittenbaum, to me personally known, who being by me duly sworn, says that he is the 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.

Margaret E Vallejos  
NOTARY PUBLIC

My commission expires: 5/17/04