

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

RECORDATION NO. **23909** FILED

March 8, 2002

MAR 21 '02 11-58 AM

TS
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 three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of December 1, 2001, 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 Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: GWI Leasing Corporation
1200 - C Scottsville Road, Suite 200
Rochester, NY 14624

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

Not less than five (5) and up to eight (8) two-unit articulated Auto-Max vehicle-carrying railcars with 70-ton trucks and EOCC. The Cars bear the following marks and numbers within the following series:

CRLE 501501 through CRLE 501509, inclusive.

Also enclosed is a payment of \$28 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
March 8, 2002
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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 Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of December 1, 2001 between Greenbrier Leasing Corporation, Lessor, and GWI Leasing Corporation, Lessee.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

JEJ
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

GWI LEASING CORPORATION ("LESSEE")

DECEMBER 1, 2001

SCHEDULE NO. 1 DATED DECEMBER 1, 2001

Memorandum Schedule No. 1 dated December 1, 2001, to of a Lease Agreement dated on even date therewith by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and GWI Leasing Corporation, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor not less than five (5) and up to eight (8) two-unit articulated Auto-Max vehicle-carrying railcars with 70-ton trucks and EOCC. The Cars bear the following marks and numbers within the following series:

CRLE 501501 through CRLE 501509

2. 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.

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

GW I LEASING CORPORATION

BY: Norris M. Webb

BY: Mark W. Hastings

NAME: NORRIS M. WEBB

NAME: Mark W. Hastings

TITLE: Executive Vice President

TITLE: President

DATE: 3/6/02

DATE: March 4, 2002

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SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 6th day of March, 2002, 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 CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

On this 4th day of March, 2002, before me personally appeared Mark W. Hastings, to me personally known, who being by me duly sworn, says that he is the President of GWI Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he or she acknowledged that the execution of the said instrument was his or her free act and deed.



NOTARY PUBLIC

VIRGINIA M. REEVES
NOTARY PUBLIC

My commission expires: _____ MY COMMISSION EXPIRES MAR. 31, 2003