

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

December 9, 2002

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



RECORDATION NO. 23372-W FILED

DEC 16 02

2-58 PM

**SURFACE TRANSPORTATION BOARD**

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 Rider No. 12 dated as of March 1, 2002, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of May 1, 2000, which was duly filed and recorded on February 5, 2001 and assigned Recordation Number 23372.

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: Florida East Coast Railway, LLC  
One Malaga Street  
St. Augustine, FL 32805-1048

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

Twenty (20) 3-unit all-purpose double-stack railcars marked and numbered FEC 5270 through FEC 5289, inclusive.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
December 9, 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 secondary document to appear in the Commission's Index is:

Memorandum of Rider No. 12 dated as of March 1, 2002, to a Lease Agreement dated as of May 1, 2000 covering twenty (20) 3-unit all-purpose double-stack railcars marked and numbered FEC 5270 through FEC 5289, inclusive.

Sincerely,



Janet E. Johnston  
Assistant to the Executive Vice President

JEJ  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO.

23372-W  
FILED

DEC 16 102

2-58 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. 12 DATED MARCH 1, 2002

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Memorandum of a Lease Agreement and Rider No. 12 thereto, made and entered into as of March 1, 2002 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 twenty (20) 3-unit all-purpose double-stack railcars marked and numbered FEC 5270 through FEC 5289, inclusive.

During the term of Rider No. 12 the twenty (20) 3-unit railcars will be converted to sixty (60) 1-unit (stand-alone) railcars, marked and numbered FEC 71125 through FEC 71184, inclusive.

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. 12.

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 & CMD

DATE: 12/5/02

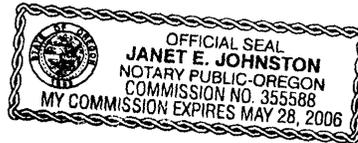
DATE: 12/03/02

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 5<sup>th</sup> day of December, 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: 5/28/2006



STATE OF Florida )  
 ) ss.  
COUNTY OF Alachua )

On this 3<sup>rd</sup> day of December, 2002, before me personally appeared W. B. Duffin, 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

My commission expires: 10/24/03

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