

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

December 18, 2002

RECORDATION NO. 24259 FILED

DEC 26 '02 2-55 PM

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 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of March 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 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:

Three hundred (300) 60-foot Plate F boxcars with single 10-foot plug, doors and 15-inch EOCC. The AOK-marked Cars have smooth floors. The CRLE-marked Cars have nailable steel floors. The Cars are marked and numbered AOK 110000 through AOK 110199, inclusive, and CRLE 18200 through CRLE 18299, 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 18, 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 Rider No. 1 dated as of March 1, 2000 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")

MARCH 1, 2000

RIDER NO. 1

MARCH 1, 2000

Memorandum of a Lease Agreement and Rider No. 1 thereto, made and entered into as of March 1, 2000 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 Lessee has agreed to lease from Lessor three hundred (300) 60-foot Plate F boxcars with single 10-foot plug, doors and 15-inch EOCC. The AOK-marked Cars have smooth floors. The CRLE-marked Cars have nailable steel floors. The cars are marked and numbered AOK 110000 through AOK 110199, inclusive, and CRLE 18200 through CRLE 18299, inclusive.
2. The Lease Agreement and Rider No. 1 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

GWILEASING CORPORATION

BY: Norriss M. Webb

BY: Mark W. Hastings

NAME: Norriss M. Webb

NAME: Mark W. Hastings

TITLE: Executive Vice President

TITLE: President

DATE: 12/6/02

DATE: 12/02/02

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 6th 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 CONNECTICUT)
) ss. Greenwich
COUNTY OF Fairfield)

On this 2nd day of December, 2002, before me personally appeared MARK W. HASTINGS, to me personally known, who being by me duly sworn, says that he is the PRESIDENT + TREASURER of GWI 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.

Nancy T. DiBattista
NOTARY PUBLIC
NANCY T. DIBATTISTA
NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 30, 2007

My commission expires: _____