

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

October 22, 2004

RECORDATION NO. 25262 FILED

OCT 27 '04

4-02 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

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 Schedule No. 1 dated as of December 8, 2003, 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: Tealinc Ltd.
148 North 9th
Forsyth, Montana 59327

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

Twenty (20) 4,100 cubic foot, 263,000 GWOR, Berwick rotary tub gondola railcars marked and numbered in the series ORTX 93012 through ORTX 93222, non-inclusive, more specifically set forth on the attached Railcar List.

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

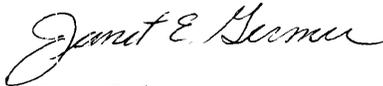
Mr. Vernon A. Williams
October 22, 2004
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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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 8, 2003 between Greenbrier Leasing Corporation, Lessor, and Tealinc Ltd., Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

TEALINC LTD ("LESSEE")

DECEMBER 8, 2003

**SCHEDULE NO. 1
DATED DECEMBER 8, 2003**

This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of December 8, 2003 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Tealinc Ltd, a Montana corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) 4,100 cubic foot, 263,000 GWOR, Berwick rotary tub gondola railcars marked and numbered as indicated on the attached Railcar List.
2. The Lease Agreement and Schedule No. 1 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 and Schedule No. 1, as amended from time to time.

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:

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: NORRIS M. WEBB

TITLE: Executive Vice President

DATE: 10/13/04

LESSEE:

TEALINC LTD

BY: David J. Lumen

NAME: DAVID J. LUMEN

TITLE: President

DATE: 10-12-04

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 14th day of Oct, 2004, 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. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Martha)
) ss.
COUNTY OF Rosebud)

On this 12th day of Oct, 2004, before me personally appeared Dorell J. Luther, to me personally known, who being by me duly sworn, says that s/he is the President of Tealinc Ltd that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Virginia Harris
NOTARY PUBLIC

My commission expires: 12/1/2006

RAILCAR LIST
SCHEDULE NO. 1 TO EQUIPMENT LEASE AGREEMENT
DATED AS OF DECEMBER 8, 2003
LESSEE: TEALINC LTD

<u>Original</u>		<u>New</u>	
<u>Mark & Number</u>		<u>Mark & Number</u>	
GBRX	93012	ORTX	93012
GBRX	93024	ORTX	93024
GBRX	93037	ORTX	93037
GBRX	93040	ORTX	93040
GBRX	93047	ORTX	93047
GBRX	93065	ORTX	93065
GBRX	93082	ORTX	93082
GBRX	93090	ORTX	93090
GBRX	93100	ORTX	93100
GBRX	93102	ORTX	93102
GBRX	93110	ORTX	93110
GBRX	93115	ORTX	93115
GBRX	93129	ORTX	93129
GBRX	93172	ORTX	93172
GBRX	93173	ORTX	93173
GBRX	93193	ORTX	93193
GBRX	93197	ORTX	93197
GBRX	93204	ORTX	93204
GBRX	93207	ORTX	93207
GBRX	93222	ORTX	93222