

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

December 28, 2004

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

RECORDED
23909-C FILED

DEC 29 '04 3-26PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Schedule No. 4 dated as of November 15, 2004, 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 December 1, 2001, which was duly filed and recorded on March 20, 2002 and assigned Recordation Number 23909.

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, New York 14624

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

Forty (40) 73-foot, 286,000 lb. GRL, riserless centerbeam flatcars, marked and numbered AOK 26775 through AOK 26814, inclusive.

Also enclosed is a payment of \$32 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams
December 28, 2004
Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 4 dated as of
November 15, 2004 to a Lease Agreement dated as of December 1, 2001,
between Greenbrier Leasing Corporation, Lessor, and GWI Leasing
Corporation, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosures

cc: Robert W. Alvord, Esq.

23909-^C
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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. 4 DATED NOVEMBER 15, 2004

Memorandum Schedule No. 4 dated November 15, 2004, to a Lease Agreement dated December 1, 2001, 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 forty (40) 73-foot, 286,000 lb. GRL, riserless centerbeam flatcars, marked and numbered AOK 26775 through AOK 26814, inclusive.
2. The Lease Agreement and Schedule No. 4 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. 4, as each may be 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: 12/21/04

LESSEE:

GWILEASING CORPORATION

BY: Mark A. Hastings

NAME: Mark A. Hastings

TITLE: President

DATE: 11/30/2004

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of December, 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 CONNECTICUT)
) ss.
COUNTY OF Fairfield)

On this 30th day of November, 2004, 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.

Nancy T. DiBattista
NOTARY PUBLIC

My commission expires: _____

NANCY T. DiBATTISTA
NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 30, 2007