

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

January 18, 2005

RECORDATION NO. 24960-B FILED

JAN 25 '05 2-39 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 an Amendment Dated October 10, 2004 to Memorandum of Lease Agreement for Rider No. 2 dated as of April 1, 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 March 17, 2004, which was duly filed and recorded on May 19, 2004 and assigned Recordation Number 24960

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: ECDC Environmental, LC
675 South Gladiola Street
Salt Lake City, Utah 84104

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

Eighty-one (81) 85-foot, 100-ton, Plate C Standard Level Flatcars equipped to handle four (4) 20-foot containers or two (2) 40-foot containers marked and numbered AWXX 20576 through AWXX 20656, inclusive.

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

Mr. Vernon A. Williams
January 18, 2005
Page 2

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:

Amendment to Memorandum of Lease Agreement for Rider No. 2 dated as of April 1, 2004 to a Lease Agreement dated as of March 17, 2004, between Greenbrier Leasing Corporation, Lessor, and ECDC Environmental LC, 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.

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SURFACE TRANSPORTATION BOARD

AMENDMENT DATED OCTOBER 10, 2004

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

ECDC ENVIRONMENTAL, LC ("LESSEE")

MARCH 17, 2004

RIDER NO. 2

DATED APRIL 1, 2004

Amendment dated as of October 10, 2004 to MEMORANDUM OF LEASE for Rider No. 2 made and entered into as of April 1, 2004 to Lease Agreement dated as of March 17, 2004, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and ECDC Environmental, LC, a Utah limited liability company ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of eighty (80) 85-foot, 100-ton, Plate C Standard Level Flatcars equipped to handle four (4) 20-foot containers or two (2) 40-foot containers (the "Cars"); and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease by adding one additional railcar.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor eighty-one (81) 85-foot, 100-ton, Plate C Standard Level Flatcars equipped to handle four (4) 20-foot containers or two (2) 40-foot containers (the "Cars") marked and numbered AWXX 20576 through AWXX 20656, inclusive.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

ECDC ENVIRONMENTAL, LC

BY: Norman M. Webb

BY: W.C. Travis II

NAME: NORMAN M. WEBB

NAME: W.C. TRAVIS II

TITLE: Executive Vice President

TITLE: Vice President

DATE: 1/14/05

DATE: 12.22.04

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 14th day of January, 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 Utah)
) ss.
COUNTY OF Salt Lake)

On this 22nd day of Dec, 2004, before me personally appeared W.C. Travis, to me personally known, who being by me duly sworn, says that s/he is the Vice President of ECDC Environmental, LC 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.

Lyn M. DeBerry
NOTARY PUBLIC

My commission expires: 11-1-06

