

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

January 19, 2005

RECORDATION NO. 25262-B FILED

JAN 25 '05 2-52 PM

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

SURFACE TRANSPORTATION BOARD



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. 3 dated as of May 20, 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 8, 2003, which was duly filed and recorded on October 27, 2004 and assigned Recordation Number 25262.

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  
1606 Rosebud Creek Road  
Forsyth, Montana 59327

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

Fifty (50) 4,100 cubic foot, 263,000 GWOR, Berwick rotary tub gondola railcars, modified for the transportation of rubber tires, lightweight scrap and scrap fluff, bearing marks and numbers in the series ORTX 93000 through ORTX 93214, non-inclusive, more particularly described in the attached Railcar List.

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 19, 2005  
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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. 3 dated as of May 20, 2004 to a Lease Agreement dated as of December 8, 2003, between Greenbrier Leasing Corporation, Lessor, Tealinc Ltd, 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.

REGISTRATION NO. 25262-B FILED

JAN 25 '05 2-52 PM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

***TEALINC LTD ("LESSEE")***

***DECEMBER 8, 2003***

***SCHEDULE NO. 3***

***DATED MAY 20, 2004***

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This Memorandum of a Lease Agreement for Schedule No. 3 dated as of May 20, 2004 to that certain Lease Agreement dated as of December 8, 2003, is made and entered into 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 fifty (50) 4,100 cubic foot, 263,000 GWOR, Berwick rotary tub gondola railcars, modified for the transportation of rubber tires, lightweight scrap and scrap fluff, marked and numbered as indicated on the attached Railcar List.
2. The Lease Agreement and Schedule No. 3 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. 3, 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: 1/12/05

LESSEE:

TEALINC LTD

BY: Darrell J. Latham

NAME: DARRELL J. LATHAM

TITLE: president

DATE: 1/10/05

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 12<sup>th</sup> 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 Montana )  
 ) ss.  
COUNTY OF Rosebud )

On this 10 day of Jan, 2004, before me personally appeared Carrie Johnson, to me personally known, who being by me duly sworn, says that s/he is the principal 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. 3 DATED AS OF MAY 20, 2004  
TO EQUIPMENT LEASE AGREEMENT  
DATED AS OF DECEMBER 8, 2003  
LESSEE: TEALINC LTD**

CAR MARKS AND NUMBERS

CDWX 93007  
CDWX 93008  
CDWX 93016  
CDWX 93022  
CDWX 93023  
CDWX 93050  
CDWX 93056  
CDWX 93064  
CDWX 93074  
CDWX 93077  
CDWX 93078  
CDWX 93083  
CDWX 93085  
CDWX 93089  
CDWX 93091  
CDWX 93092  
CDWX 93094  
CDWX 93096  
CDWX 93109  
CDWX 93114  
CDWX 93118  
CDWX 93124  
CDWX 93126  
CDWX 93132  
CDWX 93135

CAR MARKS AND NUMBERS

CDWX 93136  
CDWX 93139  
CDWX 93145  
CDWX 93146  
CDWX 93148  
CDWX 93151  
CDWX 93155  
CDWX 93160  
CDWX 93164  
CDWX 93166  
CDWX 93169  
CDWX 93174  
CDWX 93175  
CDWX 93176  
CDWX 93180  
CDWX 93182  
CDWX 93185  
CDWX 93187  
CDWX 93188  
CDWX 93191  
CDWX 93199  
CDWX 93200  
CDWX 93210  
CDWX 93212  
CDWX 93214