

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

RECORDATION NO. 23372-66 FILED

August 25, 2005

AUG 26 '05

11-38 AM

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 Rider No. 19 dated as of May 1, 2005, 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 May 1, 2000, which was duly filed and recorded on February 5, 2001 and assigned Recordation Number 23372.

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: Florida East Coast Railway, LLC
One Malaga Street
St. Augustine, FL 32085

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

One hundred sixty (160) 70-ton, all purpose TOFC/COFC railcars with 53-foot stand-alone wells ("AP53 Cars") marked and numbered in the series FEC 72043 through FEC 72217, non-inclusive, more particularly described in the Railcar List attached to the Memorandum of Lease.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
August 25, 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 Rider No. 19 dated as of May 1, 2005 to a Lease Agreement dated as of May 1, 2000, between Greenbrier Leasing Corporation, Lessor, and Florida East Coast Railway, LLC, 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

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

FLORIDA EAST COAST RAILWAY, L.L.C. ("LESSEE")

MAY 1, 2000

RIDER NO. 19

DATED MAY 1, 2005

Memorandum of Rider No. 19, made and entered into as of May 1, 2005, to a Lease Agreement dated May 1, 2000, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Florida East Coast Railway, L.L.C., a Florida limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, one hundred sixty (160) 70-ton, all purpose TOFC/COFC cars with 53-foot stand-alone wells ("AP53 Cars") marked and numbered as indicated in the attached Rail Equipment List.
2. The Lease Agreement and Rider No. 19 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as set forth in the Agreement and Rider No. 19 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. This instrument may be executed in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

LESSOR:
GREENBRIER LEASING CORPORATION

LESSEE:
FLORIDA EAST COAST RAILWAY, L.L.C.

BY: Norris M. Webb

BY: W. G. Griffiths

NAME: Norris M. Webb

NAME: W. G. GRIFFITHS

TITLE: Executive Vice President

TITLE: VP & CMO

DATE: 8/25/2005

DATE: 8-24-05

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th day of August, 2005, before me personally appeared Harris W. 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 Florida)
) ss.
COUNTY OF St. Johns)

On this 24th day of August, 2005, before me personally appeared Gary Griffiths, to me personally known, who being by me duly sworn, says that s/he is the VP & CMO of FLORIDA EAST COAST RAILWAY, L.L.C. 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.

Tammy C. McKay
NOTARY PUBLIC

My commission expires: Nov. 11, 2006

TAMMY C. MCKAY
Notary Public, State Of Florida
My commission expires Nov. 11, 2006
Commission No. DD 162920

EXHIBIT B
RAIL EQUIPMENT LIST
Rider No. 19 dated May 1, 2005

MARK	NUMBER
FEC	72043
FEC	72057
FEC	72060
FEC	72061
FEC	72062
FEC	72063
FEC	72064
FEC	72065
FEC	72066
FEC	72067
FEC	72068
FEC	72069
FEC	72070
FEC	72071
FEC	72072
FEC	72073
FEC	72074
FEC	72075
FEC	72076
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FEC	72078
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FEC	72086
FEC	72087
FEC	72088
FEC	72089
FEC	72090
FEC	72091
FEC	72092
FEC	72093
FEC	72094
FEC	72095
FEC	72096
FEC	72097
FEC	72098
FEC	72099
FEC	72100
FEC	72101

MARK	NUMBER
FEC	72102
FEC	72103
FEC	72104
FEC	72105
FEC	72106
FEC	72107
FEC	72108
FEC	72109
FEC	72110
FEC	72111
FEC	72112
FEC	72113
FEC	72114
FEC	72115
FEC	72116
FEC	72117
FEC	72118
FEC	72119
FEC	72120
FEC	72121
FEC	72122
FEC	72123
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MARK	NUMBER
FEC	72146
FEC	72147
FEC	72148
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FEC	72189

MARK	NUMBER
FEC	72190
FEC	72191
FEC	72192
FEC	72193
FEC	72194
FEC	72195
FEC	72196
FEC	72197
FEC	72198
FEC	72199
FEC	72200
FEC	72201
FEC	72202
FEC	72203
FEC	72204
FEC	72205
FEC	72206
FEC	72207
FEC	72208
FEC	72209
FEC	72210
FEC	72211
FEC	72212
FEC	72213
FEC	72214
FEC	72215
FEC	72216
FEC	72217
	Total Cars
	160