

**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. 26207 FILED

FEB 21 '06

4-26 PM

February 16, 2006

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 February 15, 2005, 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: The Goodyear Tire & Rubber Company
2000 Goodyear Drive
Houston, Texas 77017

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

Seventy-two (72) specialized flatcars marked and numbered in the series OTDX 6005 through OTDX 6174, non-inclusive, more particularly described on 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.

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

Mr. Vernon A. Williams

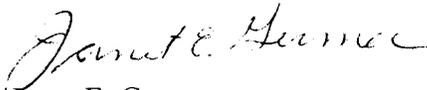
February 16, 2006

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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
February 1, 2005 between Greenbrier Leasing Corporation, Lessor, and The
Goodyear Tire & Rubber Company, 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

THE GOODYEAR TIRE & RUBBER COMPANY

("LESSEE")

FEBRUARY 15, 2005

SCHEDULE NO. 1

DATED FEBRUARY 15, 2005

Memorandum of Schedule No. 1 dated February 15, 2005 to a Lease Agreement made and entered into as of February 15, 2005 by and between Greenbrier Leasing Corporation, a Delaware corporation. ("Lessor") and The Goodyear Tire & Rubber Company, an Ohio corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy-two (72) specialized flatcars marked and numbered as indicated in the attached Railcar List.
2. Schedule No. 1 to the Lease Agreement 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 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:

LESSEE:

GREENBRIER LEASING CORPORATION

THE GOODYEAR TIRE & RUBBER COMPANY

BY: Norris M. Webb

BY: G. A. Miller

NAME: Norris M. Webb

NAME: G. A. Miller

TITLE: Executive Vice President

TITLE: Vice President, Purchasing & CPO

DATE: 2/13/06

DATE: February 8, 2006

Attest: Atty S. Miller
Assistant Secretary

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 13th day of February, ²⁰⁰⁶~~2005~~, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Greenbrier Leasing Corporation 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.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Ohio)
) ss.
COUNTY OF Summit)

On this 8th day of February, ²⁰⁰⁶~~2005~~, before me personally appeared Gary A Miller, to me personally known, who being by me duly sworn, says that s/he is the Vice President, Purchasing of ^{the} Goodyear Tire & Rubber Company 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.

Urrainna M. Wilson
NOTARY PUBLIC

Urrainna Wilson
Resident Summit County
Notary Public, State of Ohio
My commission expires: _____
My Commission Expires: 10/20/10

RAILCAR LIST

OTDX	6005	OTDX	6092
OTDX	6010	OTDX	6094
OTDX	6012	OTDX	6097
OTDX	6015	OTDX	6099
OTDX	6016	OTDX	6100
OTDX	6020	OTDX	6101
OTDX	6021	OTDX	6102
OTDX	6022	OTDX	6103
OTDX	6024	OTDX	6104
OTDX	6025	OTDX	6106
OTDX	6030	OTDX	6107
OTDX	6032	OTDX	6113
OTDX	6035	OTDX	6114
OTDX	6037	OTDX	6115
OTDX	6040	OTDX	6119
OTDX	6041	OTDX	6122
OTDX	6043	OTDX	6124
OTDX	6044	OTDX	6125
OTDX	6045	OTDX	6128
OTDX	6047	OTDX	6129
OTDX	6052	OTDX	6131
OTDX	6053	OTDX	6132
OTDX	6057	OTDX	6133
OTDX	6061	OTDX	6136
OTDX	6062	OTDX	6137
OTDX	6063	OTDX	6138
OTDX	6067	OTDX	6147
OTDX	6069	OTDX	6154
OTDX	6070	OTDX	6156
OTDX	6071	OTDX	6158
OTDX	6072	OTDX	6159
OTDX	6074	OTDX	6164
OTDX	6075	OTDX	6165
OTDX	6077	OTDX	6169
OTDX	6081	OTDX	6174
OTDX	6085	Total Cars: 72	
OTDX	6088		