

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

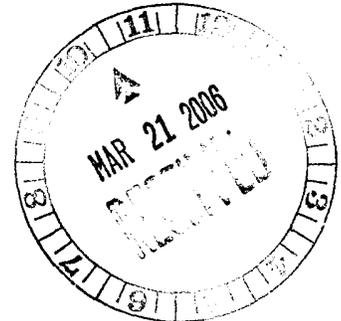
March 17, 2006

RECORDATION NO. 24456-B FILED

MAR 21 '06

2-32 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

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 Schedule No. 3 dated March 1, 2006, effective August 1, 2005, to the Lease Agreement dated as of April 17, 2003, 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 April 17, 2003, which was duly filed and recorded on May 15, 2003, and assigned Recordation Number 24456.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Boston Transit Group, Inc.
357 Stoneham Road
Brookfield, New Hampshire 03872

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

Thirty-nine (39) 2,743 c.f. gondola railcars with 286,000 GWR, 52' 6" in length marked and numbered as indicated on the attached Rail Equipment List.

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.

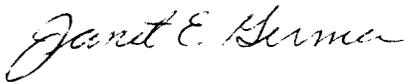
Mr. Vernon A. Williams
March 17, 2006
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A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Schedule No. 3 dated as of March 1, 2006, effective August 1, 2005, to a Lease Agreement dated as of April 17, 2003, between Greenbrier Leasing Corporation, Lessor, and Boston Transit Group, Lessee.

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

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 COMPANY LLC ("LESSOR")

AND

***BOSTON TRANSIT GROUP, INC., also known as
BOSTON TRANSIT GROUP ("LESSEE")***

APRIL 17, 2003

SCHEDULE NO. 3

***DATED: MARCH 1, 2006
EFFECTIVE: AUGUST 1, 2005***

This Memorandum of Lease Agreement for Schedule No. 3 to that certain Lease Agreement dated as of April 17, 2003 is made and entered into as of March 1, 2006, effective August 1, 2005, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, as successor to Greenbrier Leasing Corporation ("Lessor") and Boston Transit Group, Inc., also known as Boston Transit Group, a New Hampshire corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-nine (39) 2,743 c.f. gondola railcars with 286,000 GWR, 52' 6" in length marked and numbered as indicated on the attached Rail Equipment 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, 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.

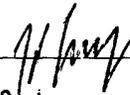
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

BOSTON TRANSIT GROUP, INC.,

BY: 
NAME: J K Wilsted
TITLE: SVP
DATE: 3/17/06

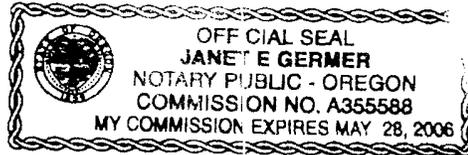
BY: 
NAME: J.P. Lamy
TITLE: VP
DATE: 3/15/06

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 17th day of March, 2006, before me personally appeared Joseph K. Weisbach to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, 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 New Hampshire)
) ss.
COUNTY OF Carroll)

On this 15th day of March, 2006, before me personally appeared J.P. Lang, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Boston Transit Group, Inc. and 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.

Gloria Duchano
NOTARY PUBLIC

My commission expires: 4/21/09

GLORIA DUCHANO, Notary Public
My Commission Expires April 21 2009

RAIL EQUIPMENT LIST

<u>Original Marks and Numbers</u>	<u>New Marks and Numbers</u>	<u>Original Marks and Numbers</u>	<u>New Marks and Numbers</u>
OHFX 251	CVGX 251	OHFX 271	CVGX 271
OHFX 252	CVGX 252	OHFX 272	CVGX 272
OHFX 253	CVGX 253	OHFX 273	CVGX 273
OHFX 254	CVGX 254	OHFX 274	CVGX 274
OHFX 255	CVGX 255	OHFX 275	CVGX 275
OHFX 256	CVGX 256	OHFX 276	CVGX 276
OHFX 257	CVGX 257	OHFX 277	CVGX 277
OHFX 258	CVGX 258	OHFX 278	CVGX 278
OHFX 259	CVGX 259	OHFX 279	CVGX 279
OHFX 260	CVGX 260	OHFX 280	CVGX 280
OHFX 261	CVGX 261	OHFX 281	CVGX 281
OHFX 262	CVGX 262	OHFX 282	CVGX 282
OHFX 263	CVGX 263	OHFX 283	CVGX 283
OHFX 264	CVGX 264	OHFX 302	CVGX 302
OHFX 265	CVGX 265	OHFX 306	CVGX 306
OHFX 266	CVGX 266	OHFX 307	CVGX 307
OHFX 267	CVGX 267	OHFX 308	CVGX 308
OHFX 268	CVGX 268	OHFX 309	CVGX 309
OHFX 269	CVGX 269	OHFX 311	CVGX 311
OHFX 270	CVGX 270		