

**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. 23406-C FILED

MAY 08 '06

1-03 PM

May 5, 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 Second Memorandum of Amendment to Lease Schedule No. 1 Dated May 2, 2006 to Memorandum of Lease Agreement for Schedule No. 1 dated as of February 20, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Schedule No. 1 dated as of February 20, 2000, which was duly filed and recorded on March 15, 2001 and assigned Recordation Number 23406.

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

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

LESSEE: Linea Coahuila Durango, S.A. de C.V.
Porfirio Diaz S/N Col. Occidental
C.P. 25640 Cd. Frontera Coahuila
Mexico

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

Sixty-one (61) railcars bearing marks and numbers as per the attached Railroad Description.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

May 5, 2006

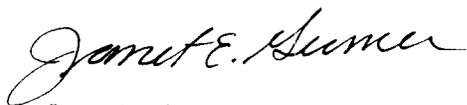
Page 2

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

A short summary of the enclosed secondary document to appear in the Board's Index is:

Second Memorandum of Amendment to Lease Schedule No. 1 Dated May 2, 2006 to Memorandum of Lease Agreement for Schedule No. 1 dated as of February 20, 2000 between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation and Linea Coahuila Durango, S.A. de C.V.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

MAY 08 '06

1-03 PM

**SECOND MEMORANDUM OF
AMENDMENT TO LEASE
SCHEDULE NO. 1**

SURFACE TRANSPORTATION BOARD

This **SECOND MEMORANDUM OF AMENDMENT TO LEASE SCHEDULE NO. 1** ("Second Memorandum of Amendment") dated this 2nd day of May 2006, is executed by **GREENBRIER LEASING COMPANY LLC**, formerly known as Greenbrier Leasing Corporation, a limited liability company organized under the laws of the State of Oregon ("Lessor"), and is for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301.

WHEREAS, Lessor and Linea Coahuila Durango, S.A. de C.V., a Mexico corporation, entered into a Memorandum of Lease Agreement dated February 20, 2000 (the "Memorandum") describing the lease of seventy (70) railcars, each bearing the "GBRX" reporting mark, which Memorandum was duly filed with the Surface Transportation Board ("STB") on March 15, 2001 under Recordation No. 23406.

WHEREAS, Lessor previously amended the Memorandum to conform to an amendment to the underlying Schedule No. 1 reducing the number of Cars subject to the Schedule to sixty-nine (69), and reflecting a change in the reporting marks from "GBRX" to "LFCD"; and

WHEREAS, Lessor wishes to amend the Memorandum to further reduce the number of Cars subject to the Schedule to sixty-one (61) due to destruction of eight Cars.

NOW THEREFORE, Lessor hereby amends the Memorandum as follows:

1. The number of railcars is reduced from sixty-nine (69) to sixty-one (61) railcars, reflecting the destruction of the eight (8) railcars marked and numbered LFCD 95113, LFCD 95120, LFCD 95121, LFCD 95124, LFCD 95179, LFCD 95199, LFCD 95210 and LFCD 95224. Each such railcar was deleted from the Schedule effective as of its respective settlement date.
2. The Railcar Description attached to the Memorandum, as previously amended, is replaced with the Railcar Description attached hereto as Exhibit A.
3. All other terms and conditions of the Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor pursuant to due company authority, has executed this Second Memorandum of Amendment.

GREENBRIER LEASING COMPANY LLC

By: Norriss M. WebbName: Norriss M. WebbTitle: Executive Vice President

EXHIBIT A

To Second Memorandum of Amendment to Lease Schedule No. 1 dated February 20, 2000, between Greenbrier Leasing Company, LLC, formerly known as Greenbrier Leasing Corporation and Linea Coahuila Durango, S.A. de C.V.

RAILCAR DESCRIPTION

CAR MARK	CAR NUMBER	CAR MARK	CAR NUMBER
LFC	95117	LFC	95161
LFC	95118	LFC	95162
LFC	95119	LFC	95164
LFC	95122	LFC	95166
LFC	95123	LFC	95167
LFC	95125	LFC	95168
LFC	95126	LFC	95173
LFC	95128	LFC	95176
LFC	95129	LFC	95181
LFC	95130	LFC	95184
LFC	95131	LFC	95185
LFC	95132	LFC	95187
LFC	95134	LFC	95189
LFC	95135	LFC	95190
LFC	95137	LFC	95195
LFC	95138	LFC	95198
LFC	95139	LFC	95201
LFC	95140	LFC	95204
LFC	95141	LFC	95205
LFC	95143	LFC	95206
LFC	95144	LFC	95207
LFC	95148	LFC	95209
LFC	95150	LFC	95212
LFC	95151	LFC	95213
LFC	95152	LFC	95214
LFC	95153	LFC	95218
LFC	95154	LFC	95220
LFC	95155	LFC	95221
LFC	95156	LFC	95223
LFC	95158	LFC	95225
LFC	95160		

Total Cars: 61