

**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. 25140-A FILED

JUN 09 '06

11-15 AM

June 6, 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 an Amendment Dated May 1, 2006 to Memorandum of Lease Agreement for Schedule No. 1 dated as of June 1, 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 Memorandum of Lease Agreement for Schedule No. 1 dated as of June 1, 2004, which was duly filed and recorded on August 23, 2004 and assigned Recordation Number 25140.

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: Graymont Western US, Inc.  
3950 South 700 East, Suite 301  
Salt Lake City, Utah 84107

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

Eighty (80) 4,750 cubic foot covered hopper railcars formerly marked and numbered in the series AOK 181053 through AOK 182112, non-inclusive; marks to be changed to GBRX 181053 through GBRX 182112, non-

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inclusive, more fully described in Exhibit A to the Amendment to Memorandum of Lease Agreement.

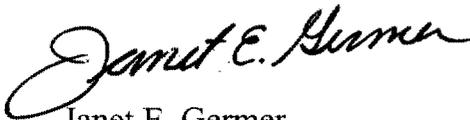
Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

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

Amendment No. 1 Dated May 1, 2006 to Memorandum of Lease Agreement for Schedule No. 1 dated as of June 1, 2004 between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation and Graymont Western US, Inc.

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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*AMENDMENT NO. 1 DATED MAY 1, 2006*

*TO*

*MEMORANDUM OF LEASE*

*BETWEEN*

*GREENBRIER LEASING COMPANY LLC,  
FORMERLY KNOWN AS GREENBRIER LEASING CORPORATION ("LESSOR")*

*AND*

*GRAYMONT WESTERN US, INC. ("LESSEE")*

*JUNE 1, 2004*

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Amendment No. 1 dated as of May 1, 2006 to MEMORANDUM OF LEASE made and entered into as of June 1, 2004 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company formerly known as Greenbrier Leasing Corporation ("Lessor") and Graymont Western US, Inc., a Utah corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of eighty (80) 4,750 cubic foot covered hopper railcars (the "Cars"); and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease reflecting the re-marking of the Cars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
  2. Lessor hereby leases the following Cars to Lessee subject to the terms and conditions of the Agreement and this Schedule:

Eighty (80) 4,750 cubic foot covered hopper railcars marked and numbered as indicated in the Amended Railcar List attached hereto as Exhibit A.

Point of tender: UPRR interchange in Kermit, Texas
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

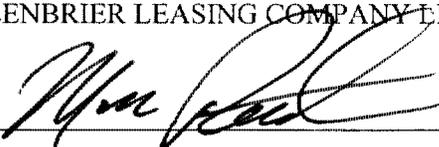
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

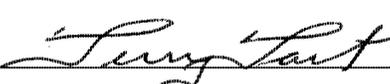
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GRAYMONT WESTERN US, INC.

BY: 

BY: 

NAME: Mark Rittenbaum

NAME: Terry Tait

TITLE: Vice President

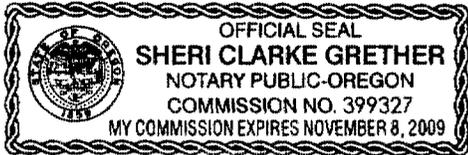
TITLE: VP Sales

DATE: May 17, 2006

DATE: May 12, 2006

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 17<sup>th</sup> day of May, 2006, before me personally appeared \_\_\_\_\_  
Mark Rittenbaum, to me personally known, who being by me duly sworn, says that ~~s/he~~  
is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed  
on behalf of said company, and ~~s/he~~ acknowledged that the execution of the said instrument was ~~her~~ his  
free act and deed.

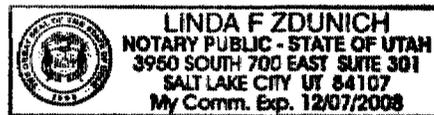


Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: 11/8/2009

STATE OF Utah )  
 ) ss.  
COUNTY OF Salt Lake )

On this 12 day of May, 2006, before me personally appeared Perry  
Patt, to me personally known, who being by me duly sworn, says that s/he is the  
Vice President Sales of Graymont Western US, 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.

Linda F Zdunich  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_



**EXHIBIT A****AMENDED RAILCAR LIST**

Old Mark and Number	New Mark and Number	Old Mark and Number	New Mark and Number
AOK 181053	GBRX 181053	AOK 181747	GBRX 181747
AOK 181123	GBRX 181123	AOK 181754	GBRX 181754
AOK 181134	GBRX 181134	AOK 181762	GBRX 181762
AOK 181157	GBRX 181157	AOK 181765	GBRX 181765
AOK 181176	GBRX 181176	AOK 181769	GBRX 181769
AOK 181187	GBRX 181187	AOK 181773	GBRX 181773
AOK 181191	GBRX 181191	AOK 181779	GBRX 181779
AOK 181239	GBRX 181239	AOK 181781	GBRX 181781
AOK 181352	GBRX 181352	AOK 181790	GBRX 181790
AOK 181388	GBRX 181388	AOK 181801	GBRX 181801
AOK 181390	GBRX 181390	AOK 181807	GBRX 181807
AOK 181396	GBRX 181396	AOK 181813	GBRX 181813
AOK 181398	GBRX 181398	AOK 181839	GBRX 181839
AOK 181404	GBRX 181404	AOK 181853	GBRX 181853
AOK 181412	GBRX 181412	AOK 181860	GBRX 181860
AOK 181419	GBRX 181419	AOK 181872	GBRX 181872
AOK 181426	GBRX 181426	AOK 181879	GBRX 181879
AOK 181435	GBRX 181435	AOK 181884	GBRX 181884
AOK 181443	GBRX 181443	AOK 181885	GBRX 181885
AOK 181471	GBRX 181471	AOK 181900	GBRX 181900
AOK 181475	GBRX 181475	AOK 181906	GBRX 181906
AOK 181490	GBRX 181490	AOK 181922	GBRX 181922
AOK 181492	GBRX 181492	AOK 181929	GBRX 181929
AOK 181497	GBRX 181497	AOK 181931	GBRX 181931
AOK 181515	GBRX 181515	AOK 181937	GBRX 181937
AOK 181524	GBRX 181524	AOK 181949	GBRX 181949
AOK 181530	GBRX 181530	AOK 181963	GBRX 181963
AOK 181549	GBRX 181549	AOK 181972	GBRX 181972
AOK 181582	GBRX 181582	AOK 181973	GBRX 181973
AOK 181592	GBRX 181592	AOK 181985	GBRX 181985
AOK 181616	GBRX 181616	AOK 182011	GBRX 182011
AOK 181633	GBRX 181633	AOK 182027	GBRX 182027
AOK 181641	GBRX 181641	AOK 182039	GBRX 182039
AOK 181642	GBRX 181642	AOK 182043	GBRX 182043
AOK 181653	GBRX 181653	AOK 182052	GBRX 182052
AOK 181670	GBRX 181670	AOK 182081	GBRX 182081
AOK 181695	GBRX 181695	AOK 182083	GBRX 182083
AOK 181702	GBRX 181702	AOK 182095	GBRX 182095
AOK 181712	GBRX 181712	AOK 182112	GBRX 182112
AOK 181719	GBRX 181719		
AOK 181734	GBRX 181734		