

RECORDATION NO. 26437-D FILED

DEC 21 '08 -2 4 6 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 22, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated March 20, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26437.

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

Lessor: Greenbrier Leasing Company LLC  
f/k/a Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Lessee: Eastern Maine Railway Company  
c/o New Brunswick Southern Railway Company  
Limited  
11 Gifford Road  
Saint John, New Brunswick  
Canada E2L 5B6

Mr. Vernon A. Williams  
December 22, 2006  
Page 2

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

100 boxcars: AOK 111850 – AOK 111949.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

REGISTRATION NO. 26437-D FILED

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING COMPANY LLC,**  
*formerly known as Greenbrier Leasing Corporation ("LESSOR")*

**AND**

**EASTERN MAINE RAILWAY COMPANY ("LESSEE")**

**DATED: MARCH 20, 2006**  
**EFFECTIVE: AUGUST 1, 2005**

**RIDER NO. 2**

**DATED: MAY 2, 2006**  
**EFFECTIVE: MARCH 22, 2006**

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Memorandum of a Lease Agreement and Rider No. 2 thereto, made and entered into May 2, 2006 and effective as of March 22, 2006, by and between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor"), and EASTERN MAINE RAILWAY COMPANY, a Maine corporation ("Lessee").

WITNESSETH:

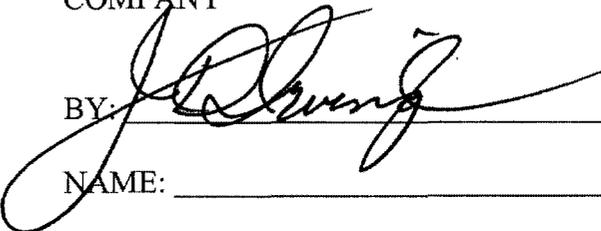
1. Lessor has agreed to furnish to Lessee and Lessee has agreed to lease from Lessor one hundred (100) 50-foot, Plate F boxcars with single 12-foot plug doors, 60K nailable steel floors and 15-inch EOCC, marked and numbered AOK 111850 through AOK 111949, inclusive.
2. Rider No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 2, as the same 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:  
GREENBRIER LEASING COMPANY LLC

LESSEE:  
EASTERN MAINE RAILWAY  
COMPANY

BY: 

BY: 

NAME: Joseph K. Wilsted

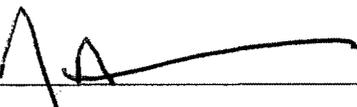
NAME: \_\_\_\_\_

TITLE: Vice President

TITLE: \_\_\_\_\_

DATE: 7/5/2006

DATE: \_\_\_\_\_

BY: 

NAME: J. A. Murphy

TITLE: Vice President

DATE: \_\_\_\_\_

By: 

Name: William Dever

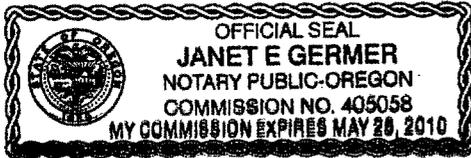
Title: Assistant Secretary

Date: \_\_\_\_\_



STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 5<sup>th</sup> day of July, 2006, before me personally appeared Joseph K. Wilsted, 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 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: 5/28/2010

*Province*  
STATE OF New Brunswick )  
 ) ss.  
COUNTY OF Saint John )

On this 22 day of June, 2006, before me personally appeared James D. Irving, to me personally known, who being by me duly sworn, says that s/he is the President of Eastern Maine Railway Company 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.

M. Ross Langley  
NOTARY PUBLIC *being as*  
My commission expires: \_\_\_\_\_

*Province*  
STATE OF New Brunswick )  
 ) ss.  
COUNTY OF Saint John )

On this 22 day of June, 2006, before me personally appeared James D. Irving, to me personally known, who being by me duly sworn, says that s/he is the President of Eastern Maine Railway Company 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.

M. Ross Langley  
NOTARY PUBLIC *being as*  
My commission expires: \_\_\_\_\_

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/21/06



\_\_\_\_\_  
Robert W. Alvord