



RECORDATION NO 27244 FILED

NOV 29 '07

3-18 PM

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200

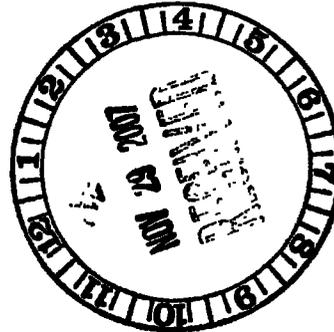
Lake Oswego Oregon 97035

503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

November 27, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, SW
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 a Memorandum of Lease Agreement dated October 12, 2007, 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 Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: LB Foster Company
415 Holiday Drive
Pittsburgh, PA 15220

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

Four (4) 52-foot, 286,000 GVL open-top solid-bottom mill gondola railcars with fixed ends and 6-foot side, marked and numbered AOK 32675 through AOK 32678, inclusive.

Also enclosed is a payment of \$35 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

November 27, 2007

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

Memorandum of Lease Agreement dated as of October 12, 2007 between
Greenbrier Leasing Company LLC, Lessor, and LB Foster Company, Lessee.

Sincerely,



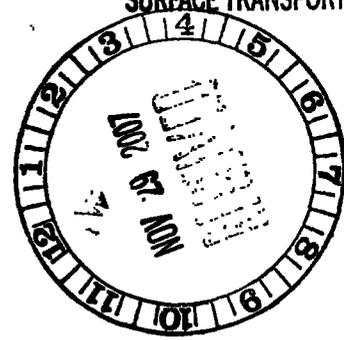
Janet E. Germer
Executive Assistant

JEG

Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

LB FOSTER COMPANY ("LESSEE")

OCTOBER 12, 2007

This Memorandum of an Equipment Lease Agreement is made and entered into as of October 12, 2007, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and LB Foster Company, a Pennsylvania corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor four (4) 52-foot 6-inch, 286,000 GRL open-top solid-bottom mill gondola railcars with fixed ends and 6-foot sides, marked and numbered AOK 32675 through AOK 32678, inclusive, ("the Cars").
2. The Equipment 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 Equipment Lease Agreement, as may be amended from time to time.

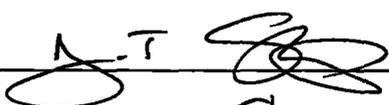
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

LB FOSTER COMPANY

BY: 

BY: 

NAME: J-T Shan

NAME: SAM FISHER

TITLE: ~~Vice~~ President

TITLE: SR VP Rail

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 12th day of November, 2007, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the 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 or his free act and deed.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

STATE OF PA)
) ss.
COUNTY OF Allegheny)

On this 31st day of October, 2007, before me personally appeared Sam Foster, to me personally known, who being by me duly sworn, says that s/he is the VP Real of LB Foster 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.

Mary M. Stevens
NOTARY PUBLIC
My commission expires: 5/25/11

