

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

March 27, 2008

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

RECORDATION NO. 25716 - A FILED

MAR 28 '08 -10 00 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

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 No. 1 dated as of March 24, 2008, to Memorandum of Lease Agreement dated as of June 28, 2005, 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 Equipment Lease Agreement dated as of June 28, 2005, which was duly filed and recorded on July 20, 2005 and assigned Recordation Number 25716.

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: Vestas-AWT
111 SW Columbia Street, Suite 480
Portland, OR 97201

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

Ninety-one (91) 89-foot flatcars marked and numbered in the railcar series AOK 8527 through AOK 8599, non-inclusive and AOK 142161 through AOK 144191, non-inclusive, more particularly described on the Rail Equipment List attached to Amendment No. 1 of the Memorandum of Equipment Lease Agreement.

Ms. Anne K. Quinlan

March 27, 2008

Page 2

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.

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

Amendment No. 1 dated March 24, 2008 to Memorandum of Lease Agreement dated as of June 28, 2005 between Greenbrier Leasing Company LLC, Lessor, and Vestas-AWT, Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 25716-A FILED

MAR 28 '08 10 00 AM

SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1

DATED: March 24, 2008

TO

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

DATED JUNE 28, 2005

BETWEEN

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

AND

VESTAS-AMERICAN WIND TECHNOLOGY, INC.,
also known as Vestas-AWT ("LESSEE")

Amendment No. 1 dated as of March 24, 2008, to Memorandum of Lease made and entered into as of June 28, 2005 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and Vestas-American Wind Technology, Inc., also known as Vestas-AWT ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of 115 85-foot and 89-foot flatcars marked and numbered AOK 8500 through 8614, inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments to the underlying lease by deleting 67 of the railcars and adding 43 railcars.

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:
 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, ninety-one (91) 89-foot flatcars bearing marks and numbers as set forth on the Rail Equipment List attached hereto.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

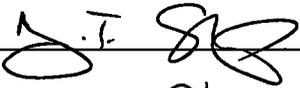
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date first above written.

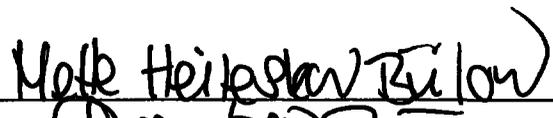
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

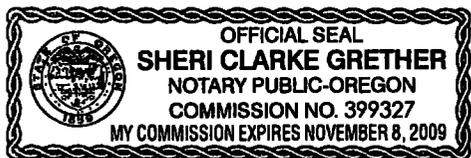
VESTAS-AMERICAN WIND TECHNOLOGY, INC.

BY: 
NAME: J.T. Sharp
TITLE: Vice President

BY: 
NAME: Mark Heikkinen/Bilow
TITLE: VP Transport

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

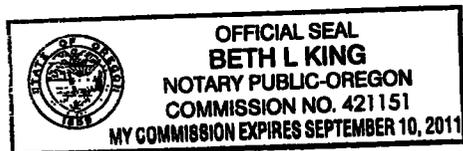
On this 26th day of March, 2008, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~his free act and deed.



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

STATE OF Oregon)
) ss.
COUNTY OF Multnomah)

On this 24 day of March, 2008, before me personally appeared Mette Heidecke Bulow to me personally known, who being by me duly sworn, says that s/he is the VP Transport of Vestas-American Wind Technology, Inc., also known as Vestas-AWT, 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/his free act and deed.



Beth L King
NOTARY PUBLIC
My commission expires: _____

RAIL EQUIPMENT LIST

Prior Car Mark & Number		New Car Mark & Number		Prior Car Mark & Number		New Car Mark & Number	
WC	36266	AOK	8527	KCS	8725	AOK	8572
WC	36267	AOK	8528	KCS	8731	AOK	8573
WC	36270	AOK	8529	KCS	8664	AOK	8575
WC	36272	AOK	8530	KCS	8468	AOK	8580
WC	36274	AOK	8531	KCS	8480	AOK	8581
WC	36275	AOK	8532	KCS	8450	AOK	8590
WC	36278	AOK	8533	KCS	8488	AOK	8591
WC	36279	AOK	8534	KCS	8308	AOK	8596
WC	36280	AOK	8535	KCS	8400	AOK	8597
WC	36281	AOK	8536	KCS	8327	AOK	8598
WC	36282	AOK	8537	KCS	8380	AOK	8599
WC	36283	AOK	8538	FEC	2161	AOK	142161
WC	36284	AOK	8539	FEC	2410	AOK	142410
WC	36268	AOK	8540	FEC	2411	AOK	142411
WC	36271	AOK	8541	FEC	2417	AOK	142417
WC	36276	AOK	8542	FEC	2454	AOK	142454
KCS	8591	AOK	8543	FEC	2457	AOK	142457
KCS	8600	AOK	8544	FEC	2462	AOK	142462
KCS	8602	AOK	8545	FEC	2469	AOK	142469
KCS	8607	AOK	8546	FEC	2470	AOK	142470
KCS	8613	AOK	8547	FEC	2493	AOK	142493
KCS	8644	AOK	8549	FEC	2502	AOK	142502
KCS	8666	AOK	8551	FEC	2566	AOK	142566
KCS	8688	AOK	8553	FEC	2601	AOK	142601
KCS	8708	AOK	8555	FEC	2603	AOK	142603
KCS	8722	AOK	8556	FEC	2609	AOK	142609
KCS	8735	AOK	8557	FEC	2614	AOK	142614
KCS	8765	AOK	8559	FEC	2620	AOK	142620
KCS	8781	AOK	8560	FEC	2641	AOK	142641
KCS	8798	AOK	8561	FEC	2762	AOK	142762
KCS	8611	AOK	8563	FEC	2766	AOK	142766
KCS	8699	AOK	8565	FEC	2789	AOK	142789
KCS	8727	AOK	8566	FEC	2815	AOK	142815
KCS	8762	AOK	8567	FEC	2852	AOK	142852
KCS	8788	AOK	8568	FEC	2860	AOK	142860
KCS	8595	AOK	8570	FEC	2864	AOK	142864
KCS	8605	AOK	8571	FEC	2881	AOK	142881

Prior Car Mark & Number		New Car Mark & Number		Prior Car Mark & Number		New Car Mark & Number	
FEC	2910	AOK	142910	FEC	4080	AOK	144080
FEC	2912	AOK	142912	FEC	4095	AOK	144095
FEC	2928	AOK	142928	FEC	4109	AOK	144109
FEC	2949	AOK	142949	FEC	4135	AOK	144135
FEC	4002	AOK	144002	FEC	4136	AOK	144136
FEC	4013	AOK	144013	FEC	4172	AOK	144172
FEC	4019	AOK	144019	FEC	4176	AOK	144176
FEC	4024	AOK	144024	FEC	4191	AOK	144191
FEC	4049	AOK	144049			Total	91 Cars