

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

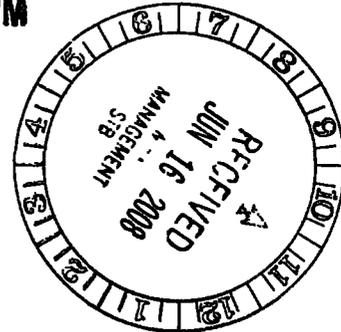
RECORDATION NO 27531 FILED

June 11, 2008

JUN 16 '08

3-49 PM

SURFACE TRANSPORTATION BOARD



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

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are four (4) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated May 1, 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: Bombardier Transportation Mexico, S.A. de C.V.
Av. Paseo de las Palmas no. 405 Piso 4
Col. Lomas de Chapultepec
Miguel Hidalgo, C.P. 1100
Mexico DF

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

Forty-three (43) 89-foot, 70-ton, COFC flatcars bearing the reporting marks and numbers in the series AOK 80000 through AOK 80065, non inclusive and GBRX 3307 through GBRX 80192, non-inclusive, more particularly described in the Railcar List attached to the Memorandum of Lease.

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.

Ms. Anne K. Quinlan

June 11, 2008

Page 2

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

Memorandum of Lease Agreement for Schedule No. 1 dated as of May 1, 2007 between Greenbrier Leasing Company LLC, Lessor, and Bombardier Transportation Mexico, S.A. de C.V., Lessee.

Sincerely,

A handwritten signature in black ink that reads "Janet E. Germer". The signature is written in a cursive style with a large initial "J".

Janet E. Germer
Executive Assistant

JEG
Enclosure

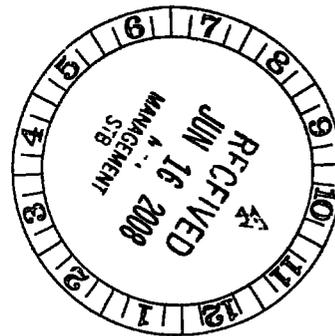
cc: Robert W. Alvord, Esq.

RECORDATION NO. 27531 FILED

JUN 16 '08

3-49 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

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

AND

**BOMBARDIER TRANSPORTATION MÉXICO, S.A. de C.V.,
formerly known as Bombardier-Concarril, S.A. de C.V. ("LESSEE")**

SCHEDULE NO. 1

DATED: MAY 1, 2007

Memorandum of Schedule No. 1 dated May 1, 2007, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and Bombardier Transportation México, S.A. de C.V., formerly known as Bombardier-Concarril, S.A. de C.V., a Mexican corporation ("Lessee").

WITNESSETH:

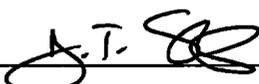
1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty-three (43) 89-foot, 70-ton, COFC flatcars bearing the reporting marks and numbers reflected in the attached Railcar List.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1.

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: J.T. Sharp

TITLE: ~~Vice~~ President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

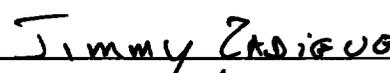
LESSEE:

BOMBARDIER TRANSPORTATION MÉXICO, S.A. de C.V.

BY: 

NAME: Jean-François Cloutier

TITLE: Director procurement, legal rep.

BY: 

NAME: J. Zadioug

TITLE: Director Finance, legal rep

RAILCAR LIST

Mark	Number
AOK	80000
AOK	80001
AOK	80004
AOK	80006
AOK	80007
CRLE	80065
GBRX	3307
GBRX	3501
GBRX	3502
GBRX	3505
GBRX	3512
GBRX	3530
GBRX	3540
GBRX	3543
GBRX	3546
GBRX	8002
GBRX	8004
GBRX	8005
GBRX	8008
GBRX	8009
GBRX	8010
GBRX	8016
GBRX	8018
GBRX	8020
GBRX	8022
GBRX	8026
GBRX	8027
GBRX	8030
GBRX	8034
GBRX	8040
GBRX	8046
GBRX	8047
GBRX	8048
GBRX	8331
GBRX	8334
GBRX	8350
GBRX	8366
GBRX	8388
GBRX	8403
GBRX	8636
GBRX	8643
GBRX	80073
GBRX	80192
Total	43 Cars