

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035

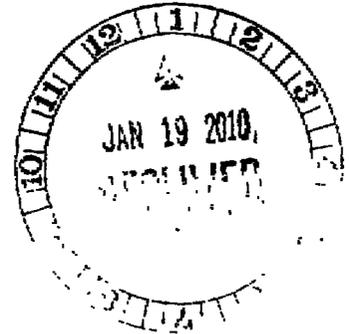
RECORDATION NO. 25702-D FILED 503 684 7000 Fax 503 684 7553

January 15, 2010

JAN 19 '10

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SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

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 as of October 1, 2009 for Schedule No. 03 dated as of October 1, 2009, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Master Full Service Railcar Lease dated May 1, 2005, which was duly filed and recorded on July 8, 2005 and assigned Recordation Number 25702.

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: Knauf Insulation GmbH
1 Knauf Drive
Shelbyville, IN 46176

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

Fifty (50) cement covered hopper railcars bearing GBRX reporting marks, numbered as more particularly set forth in the schedule attached to the document.

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

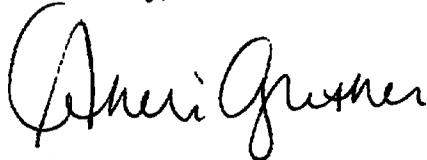
Section Chief
Surface Transportation Board
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of October 1, 2009 for Schedule
No. 03.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink that reads "Sheri Grether". The signature is written in a cursive style with a large initial "S".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

JAN 19 '10

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of October 1, 2009, to that certain Master Full Service Railcar Lease effective as of May 1, 2005, and Schedule No. 03 thereto dated as of October 1, 2009, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and KNAUF INSULATION GMBH, a German corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease effective as of May 1, 2005 and Schedule No. 03 thereto effective as of October 1, 2009 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

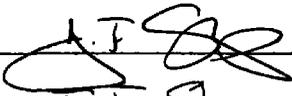
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY LLC, as Lessor

By: 

Name: J. J. Sharp

Title: President

KNAUF INSULATION GMBH, as Lessee

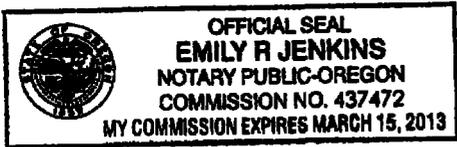
By: 

Name: Glenn A. Brower

Title: VP, CORPORATE & TECHNICAL SERVICES

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 14th day of January, 2010, before me personally appeared J. 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.



Emily R. Jenkins
NOTARY PUBLIC
My commission expires: March 15, 2013

STATE OF Indiana)
) ss.
COUNTY OF Shelby)

On this 11th day of January, 2010, before me personally appeared Glean A. Brewer, to me personally known, who being by me duly sworn, says that s/he is the VP, Corporate Technical Services of Knauf Insulation GmbH 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.

Cheryl A. Glauß
NOTARY PUBLIC
My commission expires: 7-17-2016

Cheryl A. Glauß
Notary Public
State of Indiana

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Car Mark and Numbers</u>
Fifty (50)	3,256 c.f. new cement covered hopper cars, 286,000 lbs. GRL with three (3) 30" circular loading hatches and two (2) low profile outlet gates	GBRX 69300 through GBRX 69349, inclusive.