

**GREENBRIER**  
**LEASING COMPANY LLC**

Greenbrier Leasing Company LLC

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

RECORDATION NO. 29477 FILED

September 17, 2010

SEP 20 '10 -4 35 PM

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 Car Hire Usage Agreement dated December 9, 2009, a primary 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.

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: Norfolk Southern Railway Company  
185 Spring Street, 4<sup>th</sup> Floor  
Atlanta, GA 30303

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

One hundred ten (110) Auto-Max II two-unit articulated auto hauler railcars marked and numbered within the series AOK 502200 to AOK 502612.

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

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

Memorandum of Car Hire Usage Agreement dated December 9, 2009.

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

Sincerely,



Sheri Clarke Grether  
Paralegal

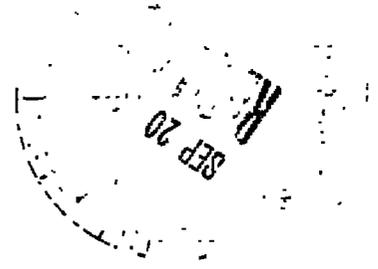
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Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



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***MEMORANDUM OF CAR HIRE USAGE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***NORFOLK SOUTHERN RAILWAY COMPANY ("LESSEE")***

***DECEMBER 9, 2009***

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Memorandum of a Car Hire Usage Agreement made and entered into as of December 9, 2009 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor"), and Norfolk Southern Railway Company, a Virginia corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor [one hundred ten (110)] Auto-Max® II two-unit articulated auto hauler railcars configurable as bi-level or tri-level, with 70-ton end trucks and 70-ton intermediate trucks, marked and numbered as set forth in the attached Rail Equipment List.
2. The Car Hire Usage Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Car Hire Usage Agreement as it may be amended from time to time.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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:  
GREENBRIER LEASING COMPANY LLC

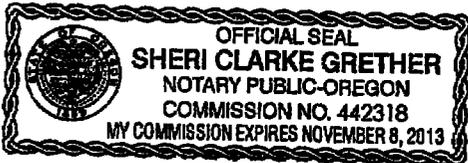
LESSEE:  
NORFOLK SOUTHERN  
RAILWAY COMPANY

BY: [Signature]  
NAME: J. T. Sharp  
TITLE: President

BY: [Signature]  
NAME: Fredric M. Ehlers  
TITLE: VP-Customer Service

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 15<sup>th</sup> day of September, 2010, 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.



[Signature]  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF GEORGIA )  
 ) ss.  
COUNTY OF FULTON )

On this 17<sup>th</sup> day of AUGUST, 2010, before me personally appeared FREDRIC M. EHLERS, to me personally known, who being by me duly sworn, says that s/he is the VP CUSTOMER SERVICE of Norfolk Southern 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/his free act and deed.

[Signature]  
NOTARY PUBLIC  
My commission expires: 1/12/2014

## RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	502200	AOK	502370	AOK	502511	AOK	502542
AOK	502201	AOK	502371	AOK	502512	AOK	502543
AOK	502202	AOK	502373	AOK	502513	AOK	502544
AOK	502204	AOK	502374	AOK	502514	AOK	502545
AOK	502205	AOK	502375	AOK	502515	AOK	502546
AOK	502209	AOK	502382	AOK	502516	AOK	502547
AOK	502211	AOK	502467	AOK	502517	AOK	502548
AOK	502212	AOK	502474	AOK	502518	AOK	502549
AOK	502213	AOK	502482	AOK	502519	AOK	502550
AOK	502214	AOK	502483	AOK	502520	AOK	502551
AOK	502218	AOK	502484	AOK	502523	AOK	502552
AOK	502219	AOK	502485	AOK	502524	AOK	502553
AOK	502220	AOK	502486	AOK	502525	AOK	502554
AOK	502224	AOK	502487	AOK	502526	AOK	502601
AOK	502225	AOK	502488	AOK	502527	AOK	502602
AOK	502226	AOK	502489	AOK	502528	AOK	502605
AOK	502227	AOK	502490	AOK	502529	AOK	502607
AOK	502230	AOK	502491	AOK	502530	AOK	502608
AOK	502231	AOK	502499	AOK	502531	AOK	502609
AOK	502232	AOK	502500	AOK	502532	AOK	502610
AOK	502244	AOK	502501	AOK	502533	AOK	502611
AOK	502250	AOK	502502	AOK	502534	AOK	502612
AOK	502264	AOK	502503	AOK	502535		
AOK	502358	AOK	502504	AOK	502536	<b>Total</b>	<b>109 Cars</b>
AOK	502359	AOK	502505	AOK	502537		
AOK	502360	AOK	502506	AOK	502538		
AOK	502362	AOK	502507	AOK	502539		
AOK	502363	AOK	502508	AOK	502540		
AOK	502368	AOK	502509	AOK	502541		