

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company, LLC

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

August 14, 2014

31335

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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 one (1) original and four (4) photocopies of a Memorandum of Schedule No. 3 dated May 1, 2014, to Lease Agreement dated as of March 27, 2002, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Payment for the required recordation fee of \$44.00 USD is provided for by the attached STB Payment Form.

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: Alaska Railroad Corporation
431 W 1st Avenue
Anchorage, AK 99510-7500

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

Ten (10) 60 ft, 263,000 lb GRL flatcars, marked and numbered CRLE 4000-
CRLE 4024 (n.i.).

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

Section Chief
Surface Transportation Board
June 17, 2014
Page 2

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

Memorandum of Schedule No. 3

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Emily Swensen".

Emily Swensen
Paralegal
(503) 670-3113

ERS:ms
Enclosures

cc: Edward M. Luria, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

ALASKA RAILROAD CORPORATION ("LESSEE")

MARCH 27, 2002

SCHEDULE NO. 3

MAY 1, 2014

Memorandum of a Lease Agreement for Schedule No. 3 dated as of May 1, 2014, to Lease Agreement dated as of March 27, 2002, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Alaska Railroad Corporation, a public corporation of the State of Alaska ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ten (10) 60 ft, 263,000 lb GRL flatcars, bearing marks and numbers indicated in the attached Railcar List.
2. The Lease Agreement and Schedule No. 3 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. 3, as amended from time to time.

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

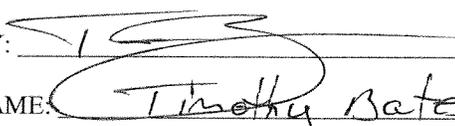
LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

ALASKA RAILROAD CORPORATION

BY: 

BY: 

NAME: Larry Stanley

NAME: Timothy Bates

TITLE: Senior Vice President

TITLE: Contract Administrator

DATE: 8-14-14

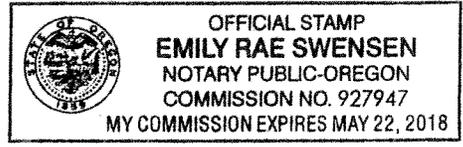
DATE: 8-6-14

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 14th day of August, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Emily Swensen
NOTARY PUBLIC

My commission expires: May 22, 2018

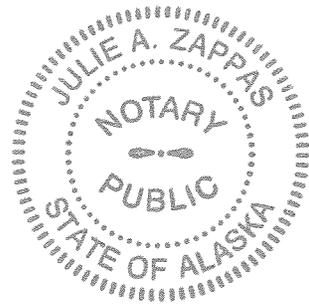


STATE OF Alaska)
Third Judicial District) ss.
COUNTY OF District)

On this 6th day of August, 2014, before me personally appeared Timothy A. Bates, to me personally known, who being by me duly sworn, says that s/he is the Contract Administrator of Alaska Railroad Corporation, 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.

Julie A. Zappas
NOTARY PUBLIC

My commission expires: 3/22/16



RAILCAR LIST

CAR MARK	CAR NO
CRLE	4000
CRLE	4001
CRLE	4003
CRLE	4008
CRLE	4009
CRLE	4011
CRLE	4013
CRLE	4019
CRLE	4020
CRLE	4024