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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 8, 2015

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(a) are two (2) copies of a Memorandum of Car Hire Lease Agreement (Rider No. 3), dated as of February 1, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, MO 64105

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

223 boxcars within the series AOK 110104 - AOK 167210, AOK 401181 - AOK 411199, AOK 760662 – AOK 760764 and CRLE 19076 - CRLE 19492 as set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Car Hire Lease Agreement (Rider No. 3).

Section Chief
September 8, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'E. Luria', with a small blue mark below the first letter 'E'.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF CAR HIRE LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING COMPANY LLC ("LESSOR")
AND
THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")
DATED: MAY 15, 2007
EFFECTIVE: FEBRUARY 1, 2007

RIDER NO. 3
FEBRUARY 1, 2015

Memorandum of Car Hire Lease Agreement and Rider No. 3 thereto, made and entered into as of February 1, 2015, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

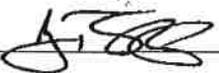
WITNESSETH:

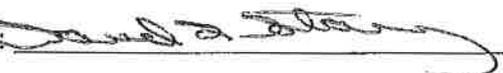
1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred twenty-three (223) 60-foot, 286,000 lbs. GRL, Plate G boxcars, bearing reporting marks and numbers as set forth on Exhibit A hereto.
2. Rider No. 3 to the Car Hire Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 3, as it may be amended from time to time.

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:
THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

BY: 

BY: 

NAME: JT SHARP

NAME: David L. Starling

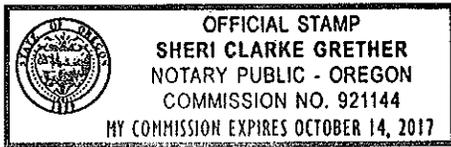
TITLE: PRESIDENT

TITLE: President and C.E.O.

16.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 1st day of September, 2015, 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/his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: October 14, 2017

STATE OF Missouri)
) ss.
COUNTY OF Jackson)



PAMELA D. MARSH
My Commission Expires
October 14, 2018
Jackson County
Commission #14417582

On this 28th day of August, 2015, before me personally appeared Dave Starling, to me personally known, who being by me duly sworn, says that s/he is the CEO of The Kansas City 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.

Pamela D. Marsh
NOTARY PUBLIC
My commission expires: Oct 14, 2018

EXHIBIT A

AOK 110104	AOK 116722	AOK 411161	AOK 760682	CRLE 19309	CRLE 19480
AOK 110106	AOK 116725	AOK 411162	AOK 760684	CRLE 19314	CRLE 19481
AOK 110107	AOK 116726	AOK 411164	AOK 760691	CRLE 19316	CRLE 19482
AOK 110112	AOK 116738	AOK 411165	AOK 760692	CRLE 19325	CRLE 19483
AOK 110114	AOK 116740	AOK 411167	AOK 760697	CRLE 19338	CRLE 19484
AOK 110116	AOK 116741	AOK 411168	AOK 760705	CRLE 19341	CRLE 19486
AOK 110118	AOK 116745	AOK 411169	AOK 760707	CRLE 19348	CRLE 19487
AOK 110119	AOK 167142	AOK 411170	AOK 760708	CRLE 19349	CRLE 19492
AOK 110120	AOK 167149	AOK 411171	AOK 760711	CRLE 19351	
AOK 110122	AOK 167177	AOK 411172	AOK 760713	CRLE 19355	
AOK 110126	AOK 167181	AOK 411173	AOK 760715	CRLE 19361	
AOK 110128	AOK 167191	AOK 411174	AOK 760719	CRLE 19362	
AOK 110129	AOK 167208	AOK 411176	AOK 760721	CRLE 19365	
AOK 110130	AOK 167210	AOK 411177	AOK 760722	CRLE 19372	
AOK 110131	AOK 401181	AOK 411178	AOK 760724	CRLE 19379	
AOK 110133	AOK 401183	AOK 411179	AOK 760726	CRLE 19380	
AOK 110138	AOK 401188	AOK 411180	AOK 760729	CRLE 19387	
AOK 110142	AOK 401190	AOK 411181	AOK 760730	CRLE 19389	
AOK 110145	AOK 401191	AOK 411182	AOK 760731	CRLE 19390	
AOK 110150	AOK 401192	AOK 411183	AOK 760732	CRLE 19393	
AOK 110151	AOK 401195	AOK 411184	AOK 760746	CRLE 19395	
AOK 110152	AOK 401196	AOK 411185	AOK 760753	CRLE 19409	
AOK 110153	AOK 401197	AOK 411186	AOK 760755	CRLE 19430	
AOK 110154	AOK 401198	AOK 411187	AOK 760757	CRLE 19431	
AOK 110156	AOK 411140	AOK 411188	AOK 760758	CRLE 19437	
AOK 110157	AOK 411141	AOK 411189	AOK 760759	CRLE 19438	
AOK 110158	AOK 411142	AOK 411190	AOK 760760	CRLE 19441	
AOK 110159	AOK 411143	AOK 411191	AOK 760761	CRLE 19443	
AOK 110162	AOK 411144	AOK 411192	AOK 760762	CRLE 19450	
AOK 110165	AOK 411145	AOK 411193	AOK 760763	CRLE 19452	
AOK 110169	AOK 411146	AOK 411194	AOK 760764	CRLE 19453	
AOK 110174	AOK 411147	AOK 411196	CRLE 19076	CRLE 19454	
AOK 110179	AOK 411149	AOK 411197	CRLE 19084	CRLE 19455	
AOK 110180	AOK 411150	AOK 411198	CRLE 19091	CRLE 19459	
AOK 110182	AOK 411151	AOK 411199	CRLE 19094	CRLE 19462	
AOK 110188	AOK 411152	AOK 760662	CRLE 19104	CRLE 19463	
AOK 110190	AOK 411153	AOK 760666	CRLE 19111	CRLE 19466	
AOK 110191	AOK 411154	AOK 760671	CRLE 19121	CRLE 19469	
AOK 110197	AOK 411155	AOK 760673	CRLE 19126	CRLE 19470	
AOK 110198	AOK 411156	AOK 760675	CRLE 19127	CRLE 19471	
AOK 116702	AOK 411157	AOK 760678	CRLE 19300	CRLE 19472	
AOK 116712	AOK 411158	AOK 760679	CRLE 19304	CRLE 19474	
AOK 116718	AOK 411159	AOK 760681	CRLE 19305	CRLE 19478	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 8, 2015

Edward M. Luria

Edward M. Luria