

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

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

May 13, 2014

RECORDATION NO. 31202 FILED

MAY 15 74 -11 36 AM

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 two (2) originals and three (3) photocopies of a Memorandum Lease for of Schedule No. 2 dated as of November 1, 2013, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$44 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, OR 97035

Lessee: Soo Line Railroad Company
c/o Canadian Pacific Railway Company
Gulf Canada Square
401 Ninth Avenue SW, Suite 600
Calgary, AB T2P4Z4
CANADA



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

Seventy-nine (79) 66-foot gondola railcars marked and numbered within the series UCRY 6500 to UCRY 6599, non-inclusive, as more particularly described 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
May 13, 2014
Page 2

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

Memorandum of Lease Agreement for Schedule No. 2.

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

Sincerely,



Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.



RECORDED 31202

MAY 15 '14 -11 36 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE
FOR SCHEDULE NO. 2

This is a Memorandum of Schedule No. 2 dated as of November 1, 2013, to a Lease Agreement made and entered into as of June 1, 2006, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Soo Line Railroad Company, a Minnesota corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy-nine (79) used 66-foot gondola railcars bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 2 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 2, as each 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:

LESSEE:

GREENBRIER LEASING COMPANY LLC

SOO LINE RAILROAD COMPANY

BY: [Signature]

BY: [Signature]

NAME: JT Sharp

NAME: John S. Huber

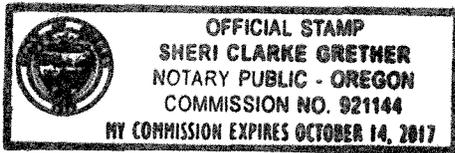
TITLE: President

TITLE: VP Finance



STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

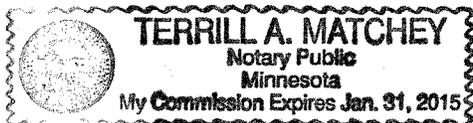
On this 22nd day of April, 2014, before me personally appeared J. T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



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

STATE OF Minnesota)
) ss.
COUNTY OF Kennebec)

On this 16th day of April, 2014, before me personally appeared John Haber, to me personally known, who being by me duly sworn, says that s/he is the VP Finance of Soo Line Railroad 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 or his free act and deed.



Terrill A. Matchey
NOTARY PUBLIC
My commission expires: 1/31/14

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number
UCRY	6500	UCRY	6532	UCRY	6566
UCRY	6501	UCRY	6533	UCRY	6567
UCRY	6502	UCRY	6535	UCRY	6568
UCRY	6503	UCRY	6537	UCRY	6569
UCRY	6504	UCRY	6538	UCRY	6570
UCRY	6505	UCRY	6540	UCRY	6571
UCRY	6506	UCRY	6541	UCRY	6572
UCRY	6507	UCRY	6542	UCRY	6573
UCRY	6509	UCRY	6543	UCRY	6574
UCRY	6510	UCRY	6545	UCRY	6575
UCRY	6511	UCRY	6546	UCRY	6577
UCRY	6512	UCRY	6547	UCRY	6580
UCRY	6513	UCRY	6548	UCRY	6581
UCRY	6514	UCRY	6549	UCRY	6583
UCRY	6515	UCRY	6550	UCRY	6584
UCRY	6516	UCRY	6551	UCRY	6586
UCRY	6517	UCRY	6552	UCRY	6587
UCRY	6518	UCRY	6553	UCRY	6588
UCRY	6519	UCRY	6554	UCRY	6589
UCRY	6520	UCRY	6557	UCRY	6591
UCRY	6522	UCRY	6558	UCRY	6593
UCRY	6524	UCRY	6559	UCRY	6594
UCRY	6525	UCRY	6560	UCRY	6595
UCRY	6527	UCRY	6561	UCRY	6597
UCRY	6529	UCRY	6562	UCRY	6599
UCRY	6530	UCRY	6564		
UCRY	6531	UCRY	6565	Total	97 Cars