

May 8, 2014

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 Rider No.7 dated as of January 15, 2014, to Lease Agreement dated as of March 1, 2000 (as amended and restated as of December 1, 2012), a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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: Quebec Gatineau Railway  
9001 Boul. de l'Acadie, Bureau 600  
Montreal, Quebec H4N-3H5  
CANADA

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

Ten (10) used boxcars bearing reporting marks and numbers AOK 116700 –  
AOK 116746 as more particularly set forth in the attachment to the document.

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

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

Memorandum of Rider No. 7 to Lease Agreement

With my signature below, I authorize the required recordation fee of \$44.00 USD to be charged to my corporate VISA credit card account. The relevant account information is as follows:

If you have any questions or concerns, please call me at 503-598-3822.

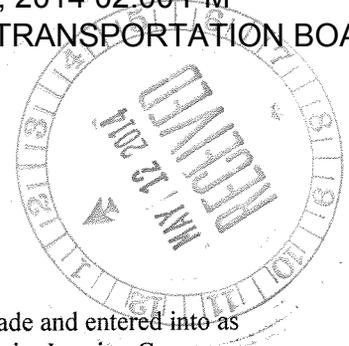
Sincerely,

A handwritten signature in black ink, appearing to read "Gretchen M. Brask". The signature is written in a cursive, flowing style.

Gretchen M. Brask  
Senior Staff Attorney

GMB:ers  
Enclosures

cc: Edward M. Luria, Esq.



**MEMORANDUM OF LEASE**

**RIDER NO. 7**

This is a Memorandum of Rider No. 7 dated as of January 15, 2014 to a Lease Agreement made and entered into as of March 1, 2000 and amended and restated as of December 1, 2012, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, as successor-in-interest to Greenbrier Leasing Corporation ("Lessor"), and Quebec Gatineau Railway Inc., a Quebec corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, ten (10) 60-foot, Plate F boxcars bearing reporting marks and numbers as indicated in the Railcar List attached hereto.
2. Rider No. 7 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 Rider No. 7, 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

QUEBEC GATINEAU RAILWAY INC.

BY: *[Signature]*

BY: *[Signature]*

NAME: *Harry Stanley*

NAME: Mario Brault

TITLE: *Senior Vice President Finance*

TITLE: President

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 24<sup>th</sup> day of April, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Sr. Vice President, Finance 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 Swensen  
NOTARY PUBLIC  
My commission expires: June 1, 2014

STATE OF Quebec )  
 ) ss.  
COUNTY OF Canada )

On this 11 day of March, 2014, before me personally appeared Mario Brault, to me personally known, who being by me duly sworn, says that he is the president of Quebec Gatineau Railway Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was his free act and deed.

Alexandre Lagacé  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_



**RAILCAR LIST**

| <b>Mark</b> | <b>Number</b> |
|-------------|---------------|
| AOK         | 116700        |
| AOK         | 116701        |
| AOK         | 116704        |
| AOK         | 116715        |
| AOK         | 116716        |
| AOK         | 116719        |
| AOK         | 116720        |
| AOK         | 116724        |
| AOK         | 116734        |
| AOK         | 116746        |

