

NEW NUMBER

310

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

July 15, 1986

6-196A041

Date JUL 15 1986

Fee \$ 10.00

14998

ICC Washington, D. C. REGISTRATION NO. 14998 FILED 1986

JUL 15 1986 -11 05 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three fully executed original copies of a Lease Agreement dated February 25, 1985, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Matsco, Inc.
1875 Olympic Boulevard, Suite 200
Walnut Creek, California 94596

Lessee: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97034

The railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Charles T. Kappler

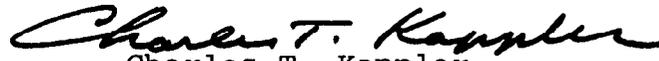
JUL 15 10 52 AM '86
MOTOR OPERATING UNIT
ICC OFFICE OF THE SECRETARY

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
July 15, 1986
Page Two

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

Lease Agreement dated February 25, 1985 between Matsco, Inc., Lessor, and Greenbrier Leasing Corporation, Lessee, covering eighty (80) railcars.

Very truly yours,


Charles T. Kappler

Enclosures

DESCRIPTION OF RAILROAD CARS

The Cars subject to this Purchase Agreement are identified by the following numbers:

1. RI20631, RI93051, RI93052, RI93053, RI93054, RI93059, RI93062, RI93063, RI93064, RI93065, RI93066, RI93175, RI93180, RI93199, RI93200, RI93238, RI93256, RI93257, RI93258, RI93260, RI93262, RI93264, RI93268, RI93269, RI93271, RI93272, RI93274, RI93275, RI93277, RI93278, RI93419

31 Total

2. RI593156, RI593301

2 Total

3. SP520019, SP520020, SP520414, SP520416, SP520418, SP520424, SP520427, SP520428, SP520432, SP520433, SP520441, SP520442, SP520443, SP520449, SP520451, SP520453, SP520454, SP520456, SP520459, SP520460, SP520462, SP520464, SP520465, SP520468, SP520470, SP520471, SP520472, SP520478, SP520482, SP520486, SP520488, SP520489, SP520491, SP520492, SP520496, SP520499, SP520500, SP520505

38 Total

4. SP520475, SP520493

2 Total

5. TTX473153, TTX473384, TTX473705, TTX473775, TTX474244, TTX474748, TTX477118

7 Total

80 Total Cars

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/15/86

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/15/86 at 11:05am, and assigned re-
recording number(s) 14998

Sincerely yours,

Noreta R. McGee

Enclosure(s)

SE-30
(7/79)

1998

Filed 1426

LEASE AGREEMENT

JUL 15 1986 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

1. This Lease Agreement is made and entered into as of February 25, 1985 by and between Matsco, Inc., a Wyoming corporation, and Greenbrier Leasing Corporation, a Delaware corporation.

2. Greenbrier Leasing Corporation agrees to lease to Matsco, Inc. and Matsco, Inc. agrees to and does hereby lease from Greenbrier Leasing Corporation the following:

80 used flatcars, as more particularly described in Exhibit A, attached hereto (hereinafter, the "Car" or "Cars")

3. The terms and provisions of this Lease Agreement are more particularly set forth in a Railroad Equipment Lease of even date, as amended, by and between Matsco, Inc. and Greenbrier Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be duly executed as of the date first above written.

GREENBRIER LEASING CORPORATION,
a Delaware Corporation

MATSCO, INC.
a Wyoming Corporation

By Norris M. Webb
Its Vice President

By Paul D. Sp...
Its PRESIDENT

DESCRIPTION OF RAILROAD CARS

The Cars subject to this Purchase Agreement are identified by the following numbers:

1. RI20631, RI93051, RI93052, RI93053, RI93054, RI93059, RI93062, RI93063, RI93064, RI93065, RI93066, RI93175, RI93180, RI93199, RI93200, RI93238, RI93256, RI93257, RI93258, RI93260, RI93262, RI93264, RI93268, RI93269, RI93271, RI93272, RI93274, RI93275, RI93277, RI93278, RI93419

31 Total

2. RI593156, RI593301

2 Total

3. SP520019, SP520020, SP520414, SP520416, SP520418, SP520424, SP520427, SP520428, SP520432, SP520433, SP520441, SP520442, SP520443, SP520449, SP520451, SP520453, SP520454, SP520456, SP520459, SP520460, SP520462, SP520464, SP520465, SP520468, SP520470, SP520471, SP520472, SP520478, SP520482, SP520486, SP520488, SP520489, SP520491, SP520492, SP520496, SP520499, SP520500, SP520505

38 Total

4. SP520475, SP520493

2 Total

5. TTX473153, TTX473384, TTX473705, TTX473775, TTX474244, TTX474748, TTX477118

7 Total

80 Total Cars

CORPORATE ACKNOWLEDGMENTS

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 7th day of July, 1986, before me, the undersigned, a Notary Public, State of Oregon, duly commissioned and sworn, personally appeared NORRISS M. WEBB, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within Lease Agreement as Vice President on behalf of GREENBRIER LEASING CORPORATION and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

*My commission
expires: 5/28/90*

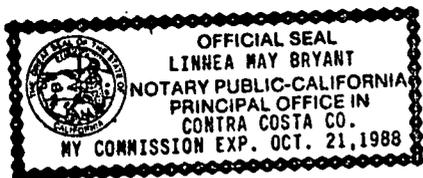
Janet E. Hudson

Notary Public,
State of Oregon

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 10 day of JULY, 1986, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared MATTHEW D. SHIEMAN, personally known to me (or proved to me on the basis of satisfactory evident) to be the person who executed the within Lease Agreement as president on behalf of MATSCO, INC. and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.



Linnea May Bryant

Notary Public,
State of California