TD 13

NEW NUMBER

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

ROBERT W. ALVORD+
CHARLES T. KAPPLER
JOHN H. DOYLE#
GEORGE JOHN KETO°
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.#

+ALSO ADMITTED IN NEW YORK
°ALSO ADMITTED IN OHIO
#ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973
(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

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440367 A AND A

TELEFAX
(202) 393-2156

9-044A003

February 10, 1989

16202
RECORDATION NO _____ FILED 1425

FEB 10 1989 -12 45 PM

INTERSTATE COMMERCE COMMISSION

Date 2/10/89
Fee $13.00
ICC Washington, D. C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed original copies and two photocopies of a Memorandum of Lease Agreement dated as of December 15, 1988, a primary document as defined in the Commission's 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 Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 94105

FEB 10 12 38 PM '89
MOTOR OPERATING UNIT

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

Twenty (20) Gunderson-manufactured five-unit, well-type, Twin Stack, bulkhead, articulated double stack cars numbered and marked SP 2377 through SP 2396, both inclusive.

Also enclosed is a check in the amount of $13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kappler

Countyfield

Kindly return two stamped original copies and two photocopies to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

> Memorandum of Lease Agreement dated as of December 15, 1988 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, covering 20 five-unit, well-type, Twin Stack, bulkhead, articulated double stack cars, SP 2377 - SP 2396.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

2/13/89

OFFICE OF THE SECRETARY

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 2/10/89 at 12:45pm, and assigned recordation number(s). 16202

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

SE-30
(7/79)

ICC Copy

16202
RECORDATION NO _____ FILED 1425
FEB 10 1989 -12 45 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

DECEMBER 15, 1988

Memorandum of a Lease Agreement made and entered into as of December 15, 1988 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation, ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) Gunderson-manufactured five-unit, well-type, Twin-Stack®, bulkhead, articulated double stack cars numbered and marked as follows: SP 2377 through SP 2396, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

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.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: Andrew Ford
Asst Vice Pres

GREENBRIER LEASING CORPORATION

By: Norris W. Webb, V.P.

L1995.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 9th day of January, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the 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.

Janet E. Nelson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 30TH day of JANUARY 1989, before me personally appeared ANDREW FOX, to me personally known, who being by me duly sworn, says that he is ASST. GENERAL MANAGER IMO of Southern Pacific Transportation Company, 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.

J. E. JURGENS
NOTARY PUBLIC-CALIFORNIA
Principal Place of Business in
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires Nov. 20, 1989

NOTARY PUBLIC

My commission expires:

L1995.1