

B13
NEW NUMBER

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ALVORD AND ALVORD

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ELLSWORTH C. ALVORD (1964)

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No.

May 4, 1989

Date

Fee \$

ICC Washington, D. C.

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

RECORDATION NO 16318 FILED 1423

MAY 4 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

RECORDED UNIT
MAY 4 11 54 AM '89

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 30, 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: MacMillan Bloedel Limited
1075 West Georgia Street
Vancouver, British Columbia V6E 3R9
CANADA

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

Forty (40) 52'8" 100-ton boxcars equipped with nailable steel floors manufactured by Gunderson, Inc. in Portland, Oregon and bearing marks and numbers WCRC 6000 through WCRC 6039, 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.

Clara J. [Signature]

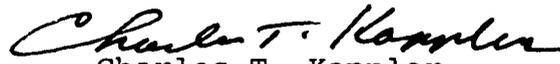
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
May 4, 1989
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Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Memorandum of Lease Agreement dated December 30, 1988 between Greenbrier Leasing Corporation, Lessor, and MacMillan Bloedel Limited, Lessee, covering 40 100-ton boxcars, WCRC 6000 - WCRC 6039, both inclusive.

Very truly yours,


Charles T. Kappler

Enclosures

16318

RECORDATION NO. _____ FILED 1425

MAY 4 1989 -12 05 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION. ("LESSOR")

AND

MacMILLAN BLOEDEL LIMITED ("LESSEE")

DECEMBER 30, 1988

Memorandum of a Lease Agreement made and entered into as of December 30, 1988 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and MacMillan Bloedel Limited, a British Columbia 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 up to 40 52' 8" 100-ton boxcars equipped with nailable steel floors manufactured by Gunderson, Inc. in Portland, Oregon and bearing marks and numbers as follows:

WCRC 6000 through WCRC 6039, 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.

MACMILLAN BLOEDEL LIMITED

By: *Ms. Nagel*, *Raewat*
Manager, Transportation Services

GREENBRIER LEASING CORPORATION

By: *William M. Webb, V.P.*

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

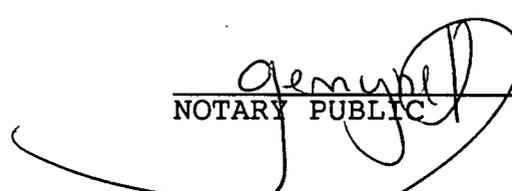
On this 5th day of April, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 5/28/90

PROVINCE OF BRITISH COLUMBIA)
)
COUNTY OF)

On this 28 day of April 1989, before me personally appeared R.A.F. West, to me personally known, who being by me duly sworn, says that he is Manager Transportation - Inland Group of MacMILLAN BLOEDEL LIMITED, 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.


NOTARY PUBLIC

My commission expires:

GEOFFREY E. MYNETT
A NOTARY PUBLIC IN AND FOR THE
PROVINCE OF BRITISH COLUMBIA
MY COMMISSION IS
UNLIMITED AS TO TIME