A 13
NEW NUMBER

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)

ROBERT W. ALVORD+
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

8-211A031

RECORDATION NO. 15760 Filed 1425

JUL 29 1988 -11 05 AM

INTERSTATE COMMERCE COMMISSION

July 29, 1988

No. JUL 29 1988
Date
Fee $ 13.00
ICC Washington, D. C.

ICC OFFICE OF THE SECRETARY
JUL 29 10 53 AM '88
MOTOR OPERATING UNIT

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) four copies, two of which are originals, of a Memorandum of Lease dated as of December 10, 1987, 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: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Ventura County Railway Company
250 East Fifth Street
Oxnard, California 93032

A description of the railroad equipment covered by the enclosed document is set forth in Schedule I attached hereto and made a part hereof.

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

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.

Charles T. Kappler

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

> Memorandum of Lease dated as of December 10, 1987 between Greenbrier Railcar, Inc., Lessor, and Ventura County Railway Company, Lessee, covering high cube boxcars, AAR Mechanical Designation XP, originally bearing SP and SSW marks and numbers and as remarked bearing VCY numbers.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

Enclosures

SCHEDULE I

High cube box cars, AAR Mechanical Designation XP, selected from the series marked and numbered:

SP 227632-227645
SP 228200-228211
SP 659501-659699

SSW 61000-61142

and remarked VCY with the numbers set forth in Schedule A attached hereto and made a part hereof.

Schedule A to Appendix to Lease Agreement dated December 10, 1987

Greenbrier Railcar, Inc. as Lessor,
Ventura County Railway Co. as Lessee

Car Numbers:

VCY 227632	VCY 659639	VCY 61012	VCY 61078
VCY 227645	VCY 659642	VCY 61014	VCY 61080
VCY 228200	VCY 659644	VCY 61015	VCY 61081
VCY 228201	VCY 659647	VCY 61018	VCY 61083
VCY 228202	VCY 659648	VCY 61019	VCY 61084
VCY 228203	VCY 659649	VCY 61022	VCY 61085
VCY 228206	VCY 659650	VCY 61025	VCY 61086
VCY 228207	VCY 659652	VCY 61026	VCY 61087
VCY 228208	VCY 659653	VCY 61027	VCY 61088
VCY 228210	VCY 659656	VCY 61028	VCY 61089
VCY 228211	VCY 659657	VCY 61029	VCY 61090
VCY 659501	VCY 659658	VCY 61030	VCY 61093
VCY 659502	VCY 659660	VCY 61031	VCY 61094
VCY 659516	VCY 659661	VCY 61035	VCY 61096
VCY 659531	VCY 659662	VCY 61036	VCY 61097
VCY 659546	VCY 659663	VCY 61037	VCY 61098
VCY 659556	VCY 659664	VCY 61038	VCY 61099
VCY 659557	VCY 659665	VCY 61039	VCY 61100
VCY 659595	VCY 659666	VCY 61040	VCY 61101
VCY 659600	VCY 659667	VCY 61041	VCY 61102
VCY 659602	VCY 659668	VCY 64044	VCY 61103
VCY 659603	VCY 659670	VCY 61045	VCY 61104
VCY 659604	VCY 659671	VCY 61047	VCY 61106
VCY 659605	VCY 659672	VCY 61048	VCY 61107
VCY 659606	VCY 659674	VCY 61049	VCY 61108
VCY 659607	VCY 659675	VCY 61050	VCY 61109
VCY 659609	VCY 659677	VCY 61052	VCY 61110
VCY 659610	VCY 659679	VCY 61053	VCY 61111
VCY 659611	VCY 659680	VCY 61054	VCY 61116
VCY 659612	VCY 659686	VCY 61056	VCY 61117
VCY 659613	VCY 659687	VCY 61057	VCY 61118
VCY 659614	VCY 659689	VCY 61058	VCY 61121
VCY 659617	VCY 659691	VCY 61059	VCY 61123
VCY 659618	VCY 659692	VCY 61060	VCY 61124
VCY 659619	VCY 659693	VCY 61061	VCY 61125
VCY 659620	VCY 659694	VCY 61062	VCY 61127
VCY 659621	VCY 659696	VCY 61063	VCY 61128
VCY 659622	VCY 659697	VCY 61064	VCY 61129
VCY 659623	VCY 659699	VCY 61065	VCY 61131
VCY 659625	VCY 61000	VCY 61066	VCY 61132
VCY 659626	VCY 61003	VCY 61067	VCY 61135
VCY 659627	VCY 61005	VCY 61068	VCY 61136
VCY 659633	VCY 61007	VCY 61070	VCY 61139
VCY 659634	VCY 61008	VCY 61072	VCY 61140
VCY 659636	VCY 61010	VCY 61074	VCY 61142
VCY 659638	VCY 61011	VCY 61075	

T O T A L C A R S 183

RECORDATION NO. 15760 FILED 1425
JUL 29 1988 -10 05 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

VENTURA COUNTY RAILWAY COMPANY ("LESSEE")

Memorandum of a Lease Agreement made and entered into as of December 10, 1987 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Ventura County Railway Company, a California 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 180 70-ton, 50-foot single door high cube boxcars with center of car cushioning. Mechanical designation XP. AAR clearances Plate F cars built during 1967. Car numbers within the following series:

SP Car Series 227632-227645, 228200-228211, 659501-659699

SSW Car Series 61000-61142

Cars to be restenciled to VCY reporting marks with actual car numbers to remain the same. Actual car numbers to be supplied by Lessor upon completion of initial repairs and placed as Schedule A to be attached.

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.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, V.P.

VENTURA COUNTY RAILWAY COMPANY

By: _____
Martin V. Smith, Chairman of the Board

L122971.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 14th day of January 1988, 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 Railcar, Inc., 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. Hudson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF CALIFORNIA)
)
COUNTY OF VENTURA)

On this 4th day of January 1988, before me personally appeared Martin V. Smith, to me personally known, who being by me duly sworn, says that he is Chairman of the Board of Ventura County Railway 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.

Geri Spencer
NOTARY PUBLIC

My commission expires:
August 30, 1991

OFFICIAL SEAL
GERI SPENCER
NOTARY PUBLIC - CALIFORNIA
VENTURA COUNTY
My Comm. Expires Aug. 30, 1991

L122971.1

Schedule A to Appendix to Lease Agreement dated December 10, 1987

Greenbrier Railcar, Inc. as Lessor,
Ventura County Railway Co. as Lessee

Car Numbers:

VCY 227632	VCY 659639	VCY 61012	VCY 61078
VCY 227645	VCY 659642	VCY 61014	VCY 61080
VCY 228200	VCY 659644	VCY 61015	VCY 61081
VCY 228201	VCY 659647	VCY 61018	VCY 61083
VCY 228202	VCY 659648	VCY 61019	VCY 61084
VCY 228203	VCY 659649	VCY 61022	VCY 61085
VCY 228206	VCY 659650	VCY 61025	VCY 61086
VCY 228207	VCY 659652	VCY 61026	VCY 61087
VCY 228208	VCY 659653	VCY 61027	VCY 61088
VCY 228210	VCY 659656	VCY 61028	VCY 61089
VCY 228211	VCY 659657	VCY 61029	VCY 61090
VCY 659501	VCY 659658	VCY 61030	VCY 61093
VCY 659502	VCY 659660	VCY 61031	VCY 61094
VCY 659516	VCY 659661	VCY 61035	VCY 61096
VCY 659531	VCY 659662	VCY 61036	VCY 61097
VCY 659546	VCY 659663	VCY 61037	VCY 61098
VCY 659556	VCY 659664	VCY 61038	VCY 61099
VCY 659557	VCY 659665	VCY 61039	VCY 61100
VCY 659595	VCY 659666	VCY 61040	VCY 61101
VCY 659600	VCY 659667	VCY 61041	VCY 61102
VCY 659602	VCY 659668	VCY 64044	VCY 61103
VCY 659603	VCY 659670	VCY 61045	VCY 61104
VCY 659604	VCY 659671	VCY 61047	VCY 61106
VCY 659605	VCY 659672	VCY 61048	VCY 61107
VCY 659606	VCY 659674	VCY 61049	VCY 61108
VCY 659607	VCY 659675	VCY 61050	VCY 61109
VCY 659609	VCY 659677	VCY 61052	VCY 61110
VCY 659610	VCY 659679	VCY 61053	VCY 61111
VCY 659611	VCY 659680	VCY 61054	VCY 61116
VCY 659612	VCY 659686	VCY 61056	VCY 61117
VCY 659613	VCY 659687	VCY 61057	VCY 61118
VCY 659614	VCY 659689	VCY 61058	VCY 61121
VCY 659617	VCY 659691	VCY 61059	VCY 61123
VCY 659618	VCY 659692	VCY 61060	VCY 61124
VCY 659619	VCY 659693	VCY 61061	VCY 61125
VCY 659620	VCY 659694	VCY 61062	VCY 61127
VCY 659621	VCY 659696	VCY 61063	VCY 61128
VCY 659622	VCY 659697	VCY 61064	VCY 61129
VCY 659623	VCY 659699	VCY 61065	VCY 61131
VCY 659625	VCY 61000	VCY 61066	VCY 61132
VCY 659626	VCY 61003	VCY 61067	VCY 61135
VCY 659627	VCY 61005	VCY 61068	VCY 61136
VCY 659633	VCY 61007	VCY 61070	VCY 61139
VCY 659634	VCY 61008	VCY 61072	VCY 61140
VCY 659636	VCY 61010	VCY 61074	VCY 61142
VCY 659638	VCY 61011	VCY 61075	

T O T A L C A R S 183