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NEW Num 352

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

RECORDATION NO. 5776

AUG 15 1988 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

August 15, 1988

8-228A033

No. 8-228A033

Date AUG 15 1988

Fee \$ 13.00

ICC Washington, D. C.

Ms. Noretan 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 (3) counterparts and two (2) photocopies of a Memorandum of Lease dated as of June 20, 1988, 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: Interail, Inc.
One Foxfield Square, Suite 200
St. Charles, Illinois 60174

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

Fifty (50) 40'6" 100-ton copper boxcars bearing NOKL marks and numbers 77000 through 77049, 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.

Aug 15 2 36 PM '88
MOTOR OPERATING UNIT
ICC OFFICE OF THE SECRETARY

CT. Kowndler

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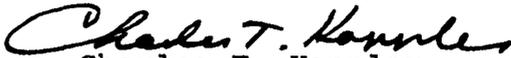
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
August 15, 1988
Page Two

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 dated as of June 20, 1988 between Greenbrier Railcar, Inc., Lessor, and Interail, Inc., Lessee, covering fifty (50) 40'6" 100-ton copper boxcars marked NOKL 77000 - NOKL 77049, both inclusive.

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

PL&?*

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 8/15/88 at 2:45pm, and assigned recordation number(s). 15504-K & 15776

Sincerely yours,

Narta R. McEuen
Secretary

Enclosure(s)

ICC Copy

1 5776
REGISTRATION NO. _____ FILE NO.

AUG 15 1988-2 40 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

INTERAIL, INC. ("LESSEE")

JUNE 20, 1988

Memorandum of a Lease Agreement made and entered into as of June 20, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Interail, Inc., a Kansas 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 fifty (50) 40' 6" 100-ton copper boxcars for metal ingot loading bearing NOKL marks and numbers as follows:

NOKL 77000 - 77049

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: Worries M. Webb, V.P.

INTERAIL, INC.

By: John Cowles, PRESIDENT

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 22nd day of July, 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 ILLINOIS)
)
COUNTY OF)

On this 3rd day of August 1988, before me personally appeared John Cowles, to me personally known, who being by me duly sworn, says that he is President of Interail, 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.

Geraldine De Bartolo
NOTARY PUBLIC

My commission expires:

