

#13
NEW NUMBER

LAW OFFICES

ALVORD AND ALVORD

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

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. INTERSTATE COMMERCE COMMISSION

20006-2973

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DEC 30 1988 10:00 AM
1 6123
RECORDATION NO. FILE 1425

December 30, 1988

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

No. 8-365A012
Date DEC 30 1988
Fee \$ 13⁰⁰

Dear Ms. McGee:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed original copies and one photocopy of a Memorandum of Loading Agreement dated as of September 13, 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 Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Atlanta and St. Andrews Bay Railway Company
150 North Michigan Avenue
Chicago, Illinois 60601

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

Thirty (30) 73' center partition bulkhead flatcars marked and numbered WCRC 2450 through WCRC 2479, 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
C. Dudley

DEC 30 9 54 AM '88
FIVE

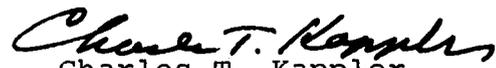
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
December 30, 1988
Page Two

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 Loading Agreement dated as of September 13, 1988 between Greenbrier Leasing Corporation, Lessor, and Atlanta and St. Andrews Bay Railway Company, Lessee, covering 30 center partition bulkhead flatcars marked and numbered WCRC 2450 through WCRC 2479, both inclusive.

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/30/88

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20423

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 12/30/88 at 10:00am, and assigned recordation number(s). 16123 & 16124

Sincerely yours,

Nesta R. McGee

Secretary

Enclosure(s)

ICC Copy

INTERSTATE COMMERCE COMMISSION

DEC 30 1988 10-00 AM
1 6123
REGISTRATION NO. _____ REG 1425

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

ATLANTA AND ST. ANDREWS BAY RAILWAY COMPANY ("LESSEE")

SEPTEMBER 13, 1988

Memorandum of a Loading Agreement made and entered into as of September 13, 1988 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Atlanta and St. Andrews Bay Railway Company, a Florida 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 thirty (30) 73' center partition bulkhead flatcars numbered and marked as follows:
WCRC 2450 - WCRC 2479, inclusive.
2. The Loading Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Loading 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 LEASING CORPORATION

By: Morris M. Webb, V.P.

ATLANTA AND ST. ANDREWS BAY RAILWAY COMPANY

By: Alan Stone

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 9th day of November 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 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. Hudson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF)
)
COUNTY OF)

On this 20th day of December 1988, before me personally appeared Alan Stone, to me personally known, who being by me duly sworn, says that he is President of Atlanta and St. Andrews Bay 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.

Lucy C. Tiberi
NOTARY PUBLIC 6/14/90

My commission expires: