

**THE
GREENBRIER
COMPANIES**

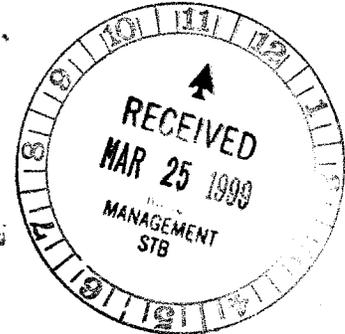
The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

March 19, 1999

RECORDATION NO. **22082** FILED

MAR 25 '99 11-00AM



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of March 1, 1999, a primary document as defined in the 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 Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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

Eighty-five (85) 40-foot, 100-ton boxcars bearing marks and numbers as indicated in the attached Equipment List.

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams
March 18, 1999
Page 2

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

Memorandum of Lease Agreement for Schedule No. 1 dated as of March 1,
1999 covering eighty-five (85) 40-foot, 100-ton boxcars bearing marks and
numbers as indicated in the attached Equipment List

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

EQUIPMENT LIST

CAR NUMBER

NOKL 77000
NOKL 77001
NOKL 77002
NOKL 77003
NOKL 77004
NOKL 77005
NOKL 77006
NOKL 77007
NOKL 77008
NOKL 77009
NOKL 77010
NOKL 77011
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NOKL 77013
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NOKL 77020
NOKL 77021
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CAR NUMBER

NOKL 77029
NOKL 77030
NOKL 77031
NOKL 77032
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NOKL 77049
NOKL 77050
NOKL 77051
NOKL 77052
NOKL 77053
NOKL 77054
NOKL 77055
NOKL 77056
NOKL 77057
NOKL 77058

CAR NUMBER

NOKL 77059
NOKL 77060
NOKL 77061
NOKL 77062
NOKL 77063
NOKL 77065
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NOKL 77069
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Surface Transportation Board
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

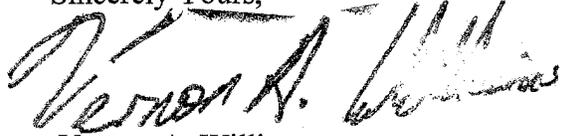
March 25, 1999

Janet E. Johnston
Assistant to the Executive Vice Pre.
The Greenbrier Companies
One Centerpointe Drive Suite 200
Lake Oswego OR 97035

Dear Ms. Johnston:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 25, 1999 at 11:00 AM, and assigned recordation number(s) 22082.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____



RECORDATION NO. 22082 FILED

MAR 25 '99

11-00AM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER RAILCAR, INC. ("LESSOR")
AND
FIRST UNION RAIL CORPORATION ("LESSEE")

MARCH 1, 1999

SCHEDULE NO. 1

MARCH 1, 1999

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 18th day of March 1999, 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. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Illinois)
) ss.
COUNTY OF Cook)

On this 15 day of March, 1999, before me personally appeared John J. Thomas to me personally known, who being by me duly sworn, says that he is the President of First Union Rail 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.

Michelle Berg
NOTARY PUBLIC

My commission expires:



EQUIPMENT LIST

CAR NUMBER

NOKL 77000
NOKL 77001
NOKL 77002
NOKL 77003
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CAR NUMBER

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CAR NUMBER

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