

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

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

18476  
RECORDED  
NOV 15 1993 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

November 10, 1993

0100043058

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of September 2, 1993, 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: Canadian Pacific Limited  
Room 222 Union Station  
65 Front Street West  
Toronto, Ontario, Canada M5J 1E8

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

Seventy-five (75) used 89-foot flatcars with 89-foot tri-level autoracks bearing marks and numbers CPAA 556500 through CPAA 556574, inclusive.

Also enclosed is a payment of \$18 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 the undersigned.

RECEIVED  
OFFICE OF THE  
SECRETARY  
NOV 15 3 06 PM '93  
FEDERAL BUREAU OF INVESTIGATION  
WASHINGTON FIELD OFFICE

Mr. Sidney L. Strickland, Jr.  
November 10, 1993  
Page 2

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

Memorandum of Lease Agreement dated as of September 2, 1993 between Greenbrier Railcar, Inc , Lessor, and Canadian Pacific Limited covering seventy-five (75) used 89-foot flatcars with 89-foot tri-level autoracks bearing marks and numbers CPAA 556500 through CPAA 556574, inclusive

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Robert W Alvord, Esq

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INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

CANADIAN PACIFIC LIMITED ("LESSEE")

SEPTEMBER 2, 1993

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Memorandum of a Lease Agreement made and entered into as of September 2, 1993 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Canadian Pacific Limited, a Canadian 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 seventy-five (75) used 89-foot flatcars with 89-foot tri-level autoracks bearing marks and numbers CPAA 556500 through CPAA 556574, 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 described 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.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norriss M. Webb

Title: Vice President

LESSEE: CANADIAN PACIFIC LIMITED

By: [Signature]

Title: Vice-President  
Marketing and Sales

[Signature]  
ASSISTANT SECRETARY

STATE OF OREGON                    )  
  ) ss.  
COUNTY OF CLACKAMAS            )

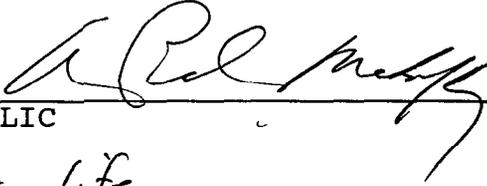
On this 8th day of November, 1993, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]  
NOTARY PUBLIC

My commission expires: 5/28/94

<sup>PROVINCE</sup> STATE OF ONTARIO )  
<sup>MUNICIPALITY</sup> ~~CITY~~ OF METROPOLITAN TORONTO ) ss.

On this 15<sup>th</sup> day of October, 1993, before me personally appeared P.O. Gilmore, to me personally known, who being by me duly sworn, says that he is the  duly authorized agent of Canadian Pacific 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.

  
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NOTARY PUBLIC

My commission ~~expires~~: is for life

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