

RECORDATION NO. 20831 FILED

AUG 22 '97 1-02PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 22, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Memorandum of Lease Agreement, dated May 23, 1997, a primary document as defined in the Board'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: Railtex Services Company, Inc.
4040 Broadway, Suite 200
San Antonio, Texas 78209

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

Fifty (50) Gunderson built 73' center partition cars bearing reporting marks and road numbers CRLE 20400 through CRLE 20449, inclusive

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SURFACE TRANSPORTATION
BOARD

Centerpointe - Alvord

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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

AUG 22 '97

1-02 PM

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

RAILTEX SERVICES, INC. ("LESSEE")

MAY 23, 1997

Memorandum of a Lease Agreement made and entered into as of May 23, 1997 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") Railtex Services, Inc. a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) Gunderson-built 73' center partition cars with 286,000 pound gross rail load capacity marked and numbered CRLE 20400 through CRLE 20449 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 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 LEASING CORPORATION

By: Noorris M. Webb, E.V.P.

RAILTEX SERVICES, INC.

By: Carol Davis

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 19th day of August, 1997, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive 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.

Jeni J. Siefken
NOTARY PUBLIC

My commission expires: ~~5/28/98~~
3-30-2001



STATE OF Texas)
) ss.
COUNTY OF Bexar)

On this 15th day of August, 1997, before me personally appeared Laura D. Davies, to me personally known, who being by me duly sworn, says that she is the Chief Financial Officer of RAILTEX SERVICES, 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.

Angela D. Nichols
NOTARY PUBLIC

My commission expires:

