

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

October 2, 1998

RECORDATION NO. 21316-C FILED

OCT 6 '98

3-19 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

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 11301 are three (3) original copies and two (2) photocopies of an Amendment Dated September 15, 1998 to Memorandum of Lease Agreement for Rider No. 1 dated as of November 19, 1997, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of November 19, 1997 which was duly filed and recorded on April 6, 1998 and assigned Recordation Number 21316

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: Minnesota, Dakota & Western Railway Company
101 Second Street
International Falls, MN 58649

Mr. Vernon A. Williams

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

One hundred (100) 60-foot, 9-inch, 286,000 lb. Gross Rail Load, Plate E boxcars with 12-foot plug doors, 15-inch EOCC and 60K nailable steel floors marked and numbered as follows: IBT 19500 through IBT 19599, inclusive.

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.

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

Amendment Dated September 15, 1998 to Memorandum of Lease for Rider No. 1 dated as of November 19, 1997 between Greenbrier Leasing Corporation, Lessor, and Minnesota, Dakota & Western Railway Company, Lessee, covering one hundred (100) 60-foot, 9-inch, 286,000 lb. Gross Rail Load, Plate E boxcars with 12-foot plug doors, 15-inch EOCC and 60K nailable steel floors marked and numbered as follows: IBT 19500 through IBT 19599, inclusive.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jehj
Enclosure

cc: Robert W. Alvord, Esq.

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AMENDMENT DATED SEPTEMBER 15, 1998

TO

MEMORANDUM OF LEASE FOR RIDER NO. 1

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY ("LESSEE")

NOVEMBER 19, 1997

Amendment dated as of September 15, 1998 to Memorandum of Lease Agreement for Rider No. 1 made and entered into as of November 19, 1997 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Minnesota, Dakota & Western Railway Company, a Minnesota corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of one hundred (100) 60-foot 9-inch, 286,000 lb. Gross Rail Load, Plate E boxcars with 12-foot plug doors, 15-inch EOCC and 60K nailable steel floors; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease changing the car marks and numbers;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1, which references cars with original marks and numbers as CRLE 19500 through CRLE 19599, inclusive, in its entirety and add a new Paragraph 1 as follows:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 60-foot 9-inch, 286,000 lb. Gross Rail Load, Plate E boxcars with 12-foot plug doors, 15-inch EOCC and 60K nailable steel floors marked and numbered as follows: IBT 19500 through IBT 19599, inclusive."

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

TITLE: Executive Vice President

MINNESOTA, DAKOTA & WESTERN
RAILWAY COMPANY

BY: J. K. Mitchell

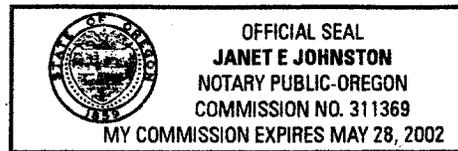
TITLE: VICE PRESIDENT

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 1st day of October, 1998, 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.

Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 25th day of September, 1998, before me personally appeared J. B. Mitchell, to me personally known, who being by me duly sworn, says that he is the Vice President of MINNESOTA, DAKOTA & WESTERN 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.

Cherie H. Anderson
NOTARY PUBLIC

My commission expires: 8/5/2003

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