

**THE
GREENBRIER
COMPANIES**

RECEIVED
SURFACE TRANSPORTATION
BOARD

The Greenbrier Companies, Inc.

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

NOV 23 1 33 PM '91

RECORDATION NO. 21316-F FILED

November 17, 1998

NOV 23 '98

1-33 PM



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 Amendment dated November 4, 1998 to Memorandum of Lease Agreement Rider No. 4 dated as of September 30, 1998, 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
P.O. Box 19
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:

Two hundred fifty (250) 60-foot 9-inch, 100-ton, Plate E boxcars with 8-foot plug doors, 15-inch EOCC and 60,000 lb. nailable steel floors, marked and numbered IBT 19600 through IBT 19849, 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 November 4, 1998 to Memorandum of Lease Agreement with Rider No. 4 dated as of September 30, 1998 to that certain Lease Agreement dated as of November 19, 1997 between Greenbrier Leasing Corporation, Lessor, and Minnesota, Dakota & Western Railway Company, Lessee, covering two hundred fifty (250) 60-foot 9-inch, 100-ton, Plate E boxcars with 8-foot plug doors, 15-inch EOCC and 60,000 lb. nailable steel floors, marked and numbered IBT 19600 through IBT 19849, inclusive.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 21316-E FILED

NOV 23 '98

1-33 PM

AMENDMENT DATED NOVEMBER 4, 1998

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

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

DATED NOVEMBER 19, 1997

RIDER NO. 4

DATED SEPTEMBER 30, 1998

Amendment dated as of November 4, 1998 to MEMORANDUM OF LEASE made and entered into as of September 30, 1998, in conjunction with Rider No. 4 (the "Rider"), to a Lease Agreement dated November 19, 1997 (the "Lease"), by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Minnesota, Dakota and Western Railway, a Minnesota corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of two hundred fifty (250) 60-foot 9-inch, 100-ton, Plate E boxcars with 12-foot plug doors, 15-inch EOCC and 60,000 lb. nailable steel floors, marked and numbered IBT 19600 through IBT 19849, inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum reflect the true description of the cars.

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

1. Original Paragraph 1 is deleted in its entirety, and is replaced with the following Paragraph 1:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred fifty (250) 60-foot 9-inch, 100-ton, Plate E boxcars with two 8-foot sliding doors, 15-inch EOCC and 60,000 lb. nailable steel floors, marked and numbered IBT 19600-19849, 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: Norman M. Webb

TITLE: Executive Vice President

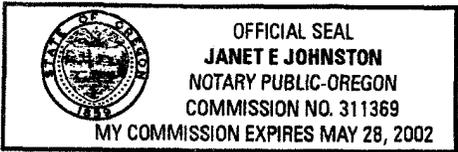
MINNESOTA, DAKOTA & WESTERN
RAILWAY COMPANY

BY: J. S. Mitchell

TITLE: VICE PRESIDENT

STATE OF OREGON)
) ss.
County of Clackamas)

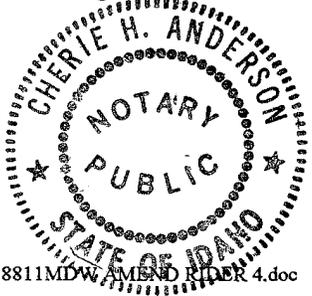
On this 16th day of November, 1998, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Janet E. Johnston
Notary Public for Oregon
My commission expires: 5/28/2002

STATE OF Idaho)
) ss.
County of Ada)

On this 5th day of November, 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 for Idaho
My commission expires: 8/5/2003