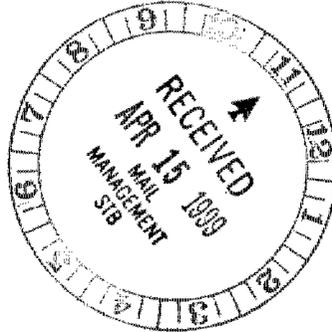


**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

April 7, 1999



RECORDATION NO. 22120 FILED

APR 15 '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 two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of December 21, 1998, 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 Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Long Drive Logistics
175 Chemin Grande-Pre
L'Acadie, Quebec J2Y 1E3
Canada

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

Fifty-eight (58) 73-foot, 100-ton, center partition flatcars 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.

Mr. Vernon A. Williams

April 7, 1999

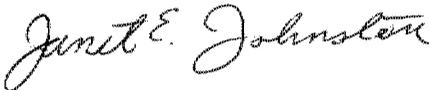
Page 2

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

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

Memorandum of Lease Agreement for Rider No. 1 dated as of December 21, 1988 fifty-eight (58) 73-foot, 100-ton, center partition flatcars 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
TO
LEASE AGREEMENT BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
LONG DRIVE LOGISTICS, LTD. ("LESSE")
DATED DECEMBER 21, 1998

WCRC 2400	WCRC 2421	WCRC 2442
WCRC 2401	WCRC 2422	WCRC 2443
WCRC 2402	WCRC 2423	WCRC 2444
WCRC 2403	WCRC 2424	WCRC 9008
WCRC 2404	WCRC 2425	WCRC 9013
WCRC 2406	WCRC 2426	WCRC 9017
WCRC 2407	WCRC 2427	WCRC 9020
WCRC 2408	WCRC 2428	WCRC 9026
WCRC 2409	WCRC 2429	WCRC 9033
WCRC 2410	WCRC 2430	WCRC 9045
WCRC 2411	WCRC 2431	WCRC 9047
WCRC 2412	WCRC 2433	WCRC 9051
WCRC 2413	WCRC 2434	WCRC 9053
WCRC 2414	WCRC 2435	WCRC 9061
WCRC 2415	WCRC 2436	WCRC 9065
WCRC 2416	WCRC 2437	WCRC 9070
WCRC 2417	WCRC 2438	WCRC 9072
WCRC 2418	WCRC 2439	WCRC 9073
WCRC 2419	WCRC 2440	
WCRC 2420	WCRC 2441	

RECORDATION NO.

22120

FILED

APR 15 '99

11-00AM

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

LONG DRIVE LOGISTICS, LTD. ("LESSEE")

DECEMBER 21, 1998

Memorandum of a Lease Agreement made and entered into as of December 21, 1998 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") Long Drive Logistics, Ltd., a Canadian corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty-eight (58) 73-foot, 100-ton, center partition flatcars, marked and numbered as indicated on the attached Equipment List.
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: Worries M. Webb

Title: Executive Vice President

LONG DRIVE LOGISTICS, LTD.

By: _____

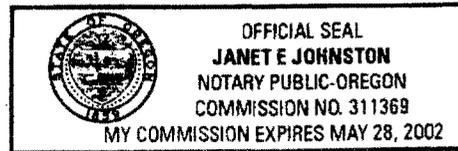
Title: Robert Lips

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 6th day of April, 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 _____)
) ss.
COUNTY OF _____)

On this 25 day of March, 1998, before me personally appeared Robert Legros to me personally known, who being by me duly sworn, says that he is the Vice President of Key Drive Logistics Rtd 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.

Shame [Signature]
NOTARY PUBLIC

A circular notary seal for Shame [Signature], a Notary Public in Oregon. The seal contains the text: "NOTARY PUBLIC - OREGON", "COMMISSION NO. 4192796", and "MY COMMISSION EXPIRES MAY 28, 2002".

My commission expires: _____

**EQUIPMENT LIST
TO
LEASE AGREEMENT BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
LONG DRIVE LOGISTICS, LTD. ("LESSEE")
DATED DECEMBER 21, 1998**

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