

**THE  
GREENBRIER  
COMPANIES**

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

RECORDATION NO. 18776 FILED 1425

April 12, 1994

APR 19 1994 - 3 30 PM  
INTERSTATE COMMERCE COMMISSION 0100189047  
\$18.00

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 December 6, 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: The Kansas City Southern Railway Company  
114 West Eleventh  
Kansas City, MO 64105-1804

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

Two hundred (200) 50-foot 70-ton woodrack flatcars bearing marks and numbers KCS 607000 through KCS 607199, inclusive

Also enclosed is a payment of \$18 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

LICENSING BRANCH

APR 19 3 23 PM '94

RECEIVED  
OFFICE OF THE  
SECRETARY

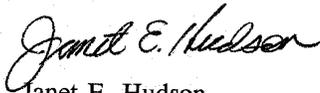
Mr. Sidney L. Strickland, Jr.  
April 12, 1994  
Page 2

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 dated as of December 6, 1993 between Greenbrier Railcar, Inc., Lessor, and The Kansas City Southern Railway Company, Lessee, covering two hundred (200) 50-foot 70-ton woodrack flatcars bearing marks and numbers KCS 607000 through KCS 607199, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

**Interstate Commerce Commission**

Washington, D.C. 20423

April 19, 1994

OFFICE OF THE SECRETARY

Janet E. Hudson, Administrative Assistant  
The Greenbrier Companies  
One Centerpointe Drive Suite 200  
Lake Oswego OR 97035

Dear Ms. Hudson:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on April 19, 1994 at 3:30PM , and assigned  
recording number(s). 18776

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18776

RECORDATION NO. \_\_\_\_\_ FILED 1425

APR 19 1994 -3 30 PM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY  
(LESSEE)

DECEMBER 6, 1993

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Memorandum of a Lease Agreement made and entered into as of December 6, 1993 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

WITNESSETH:

- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor Two Hundred 50 foot 70-ton woodrack flatcars bearing marks and numbers as follows:

KCS 607000 through KCS 607199, 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: Norris M. Webb
Title: Vice President

LESSEE: THE KANSAS CITY SOUTHERN RAILWAY COMPANY
By: [Signature]
Title: EXECUTIVE V.P. & C.O.O.

APPROVED AS TO FORM

STATE OF OREGON )
) ss. D.P. By [Signature]
COUNTY OF CLACKAMAS )

On this 1st day of April, 1994, before me personally appeared Norris 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

STATE OF Missouri )
) ss.
COUNTY OF Jackson )

On this 31st day of March, 1994, before me personally appeared J.B. Nehner, to me personally known, who being by me duly sworn, says that he is the Exec. Vice Pres & C.O.O. of The Kansas City Southern 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.

[Signature]
NOTARY PUBLIC
MARTHA MUELLER
NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. MAY 17, 1997

My commission expires: 5/17/97