

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

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

October 31, 1994

19043  
NOV 4 1994 1:12 PM

0100424003

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

LICENSING DIVISION  
NOV 4 3 21 PM '94

Dear Mr. Williams:

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 April 15, 1994, 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: Wisconsin Central Ltd.  
6250 North River Road, Suite 9000  
Rosemont, Illinois 60018

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

Twenty-eight (28) 100-ton open top ballast hopper cars marked and numbered WC 250 through WC 277, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Mr. Vernon A. Williams  
October 31, 1994  
Page 2

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

Memorandum of Lease Agreement dated as of April 15, 1994  
between Greenbrier Railcar, Inc, Lessor, and Wisconsin  
Central Ltd., Lessee, covering twenty-eight (28) 100-ton open top  
ballast hopper cars bearing marks and numbers as follows: WC 250  
through WC 277, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant - Legal

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/7/94

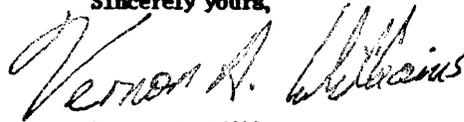
OFFICE OF THE SECRETARY

Janet E. Hudson  
Administrative Assistant-Legal;  
The Greenbrier Companies  
One Centerpointe Drive, Ste. 200  
Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/4/94 at 4:00PM, and assigned recordation number(s). 19043

Sincerely yours,



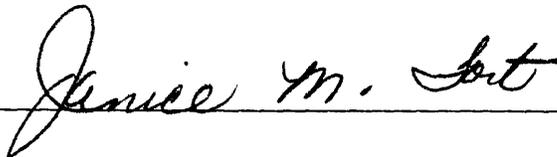
Vernon A. Williams  
Secretary

Enclosure(s)

(0100424003)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19043

NOV 14 1994

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

WISCONSIN CENTRAL LTD. ("LESSEE")

APRIL 15, 1994

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Memorandum of a Lease Agreement made and entered into as of April 15, 1994 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Wisconsin Central Ltd., an Illinois corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-eight (28) 100-ton open top ballast hopper cars marked and numbered WC 250 through WC 277, 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 RAILCAR, INC.

By: Norman M. Webb  
Title: Vice President

WISCONSIN CENTRAL LTD.

By: J.F. Sweezy  
Title:  EVP - CFO

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 28<sup>th</sup> day of October, 1994, before me personally appeared Norriss 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.

  
NOTARY PUBLIC

My commission expires: 5/28/98

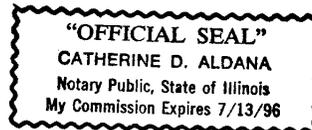


STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 15<sup>th</sup> day of OCTOBER, 1994, before me personally appeared T.F. POWER JR., to me personally known, who being by me duly sworn, says that he is the EVP-CFO of Wisconsin Central Ltd., 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.

  
NOTARY PUBLIC

My commission expires:



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