RECORDATION NO. 19175-B FILED 1425

JAN 12 1995 -11 30 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

SOO LINE RAILROAD COMPANY ("LESSEE")

MARCH 4, 1994

Memorandum of a Lease Agreement made and entered into as of March 4, 1994 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Soo Line Railroad Company, a Minnesota corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor up to one hundred sixty-three autoracks attached to TTX-owned flatcars that bear the railcar marks and numbers among those listed 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 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: Norriss M. Webb

Title: Vice President

LESSEE: SOO LINE RAILROAD COMPANY

By: [illegible]

Title: Vice-President, Marketing & Operations

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 11th day of January 1995, 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.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98

OFFICIAL SEAL
JANET E. HUDSON
NOTARY PUBLIC - OREGON
COMMISSION NO.032937
MY COMMISSION EXPIRES MAY 28, 1998

~~STATE~~ PROVINCE OF ONTARIO)
) ss.
COUNTY OF YORK)

On this 9th day of January, 1995, before me personally appeared Fred Green, to me personally known, who being by me duly sworn, says that he is the Vice-President, Marketing & Operations of Soo Line Railroad Company 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.

[illegible]
NOTARY PUBLIC

My commission ~~expires:~~ is for life

WP\L\94\L030441.SOO

Equipment List

F70-90 (Rack Only)

ETTX 800054
ETTX 800115
ETTX 800138
ETTX 800143
ETTX 800212
ETTX 800226
ETTX 800233
ETTX 800321
ETTX 800387
ETTX 800388
ETTX 800408
ETTX 800409
ETTX 800410
ETTX 800415
ETTX 800420
ETTX 800421
ETTX 800424
ETTX 800425
ETTX 800512
ETTX 800520
ETTX 800521
ETTX 800524
ETTX 800525
ETTX 800527
ETTX 800528
ETTX 800532
ETTX 800533
ETTX 800539
ETTX 800540
ETTX 800543
ETTX 800565
ETTX 800566
ETTX 800568
ETTX 800575
ETTX 800579
ETTX 800581
ETTX 800582
ETTX 800585
ETTX 800586
ETTX 800593
ETTX 800595
ETTX 800598
ETTX 800600
ETTX 800605
ETTX 800614
ETTX 800620
ETTX 800621
ETTX 800622
ETTX 800628
ETTX 800672
ETTX 800841
ETTX 800851
ETTX 800974
ETTX 800998
ETTX 801086
ETTX 801089
ETTX 801092
ETTX 801102
ETTX 801106
ETTX 801107
ETTX 801114
ETTX 801119
ETTX 801129
ETTX 801130
ETTX 801140
ETTX 801147
ETTX 801151
ETTX 801153
ETTX 801154
ETTX 801159
ETTX 801160
ETTX 801161
ETTX 801162
ETTX 801307
ETTX 801661
ETTX 801736
ETTX 801812
ETTX 801818
ETTX 801819
ETTX 801820
ETTX 801823
ETTX 801841
ETTX 801847
ETTX 801849
ETTX 801854
ETTX 801855
ETTX 801858
ETTX 801869
ETTX 908940
ETTX 908982
ETTX 908984
ETTX 908988
ETTX 908994
ETTX 909000
ETTX 909009
ETTX 909014
ETTX 909026
ETTX 909034
ETTX 909035
ETTX 909036
ETTX 909038
ETTX 909043
ETTX 909046
ETTX 909047
ETTX 909049
ETTX 909054
ETTX 909058
ETTX 909059
ETTX 909061
ETTX 909066
ETTX 909080
ETTX 909082
ETTX 909125
ETTX 909143
ETTX 909182
ETTX 909189
ETTX 909191
ETTX 909207
ETTX 909213
ETTX 909214
ETTX 909220
ETTX 909237
ETTX 909266
ETTX 909274
ETTX 909302
ETTX 909321
ETTX 909390
ETTX 909391
ETTX 909397
ETTX 909400
ETTX 909406
ETTX 909409
ETTX 909418
ETTX 909420
ETTX 909423
ETTX 909424
ETTX 909429
ETTX 909432
ETTX 909433
ETTX 909437
ETTX 909445
ETTX 909468
ETTX 909476
ETTX 909481
ETTX 909492

Total F70-90 Cars: 145

F70-91 (Rack Only)

TTGX 254623
TTGX 254833
TTGX 254860
TTGX 254945
TTGX 255053
TTGX 255090
TTGX 255106
TTGX 255195
TTGX 255628
TTGX 255722
TTGX 255724
TTGX 255767
TTGX 255780
TTGX 255806
TTGX 255857
TTGX 255989
TTGX 256040
TTGX 961871

Total F70-91 Cars: 18

Total for all Racks 163

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