

**THE  
GREENBRIER  
COMPANIES**

000574018

The Greenbrier Companies

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

March 24, 1995

19320 - A

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of Memorandum of Lease Agreement dated as of May 3, 1994 with Schedule No. 3 dated as of January 26, 1995, 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 May 3, 1994 which is being duly filed and at the same time as this document.

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: GWI Leasing Corporation  
71 Lewis Street  
Greenwich, CT 06830

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

Ten (10) 100-ton gondola railcars bearing marks and numbers as follows:  
WPRR 74501 through WPRR 74510 inclusive.

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Mr. Vernon A. Williams  
March 24, 1995  
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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.

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

Memorandum of Lease Agreement dated as of May 3, 1994 with Schedule No. 3 dated as of January 26, 1995 between Greenbrier Railcar, Inc., Lessor, and GWI Leasing Corporation., Lessee, covering ten (10) 100-ton gondola railcars bearing marks and numbers as follows: WPRR 74501 through WPRR 74511, inclusive. <sup>1410</sup>

Sincerely,

Janet E. Hudson  
Administrative Assistant - Legal

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

19320-A

MAR 27 1995 4:00 PM

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER RAILCAR, INC. ("LESSOR")**

**AND**

**GWI LEASING CORPORATION ("LESSEE")**

**MAY 3, 1994**

**SCHEDULE NO. 3 DATED JANUARY 26, 1995**

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(2)

Memorandum of a Lease Agreement made and entered into as of May 3, 1994 with Schedule No. 3 dated as of January 26, 1995 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and GWI Leasing Corporation, a Delaware corporation ("Lessee").

*WITNESSETH:*

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ten (10) 100-ton gondola railcars bearing marks and numbers WPRR 74501 through WPRR 74510, 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: Noonis M. Webb

Title: Vice President

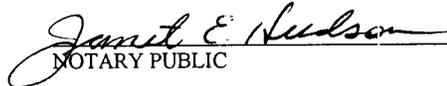
LESSEE: GWI LEASING CORPORATION

By: William A. Hartung

Title: Treasurer

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 22nd day of March, 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.

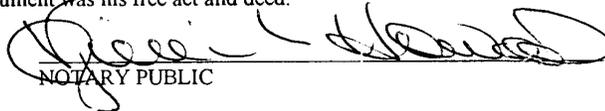
  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF CONNECTICUT )  
 ) ss.  
COUNTY OF FAIRFIELD )

On this 13th day of March, 1995, before me personally appeared Mark W. Hastings, to me personally known, who being by me duly sworn, says that he is the Treasurer of GW of GWI 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.

  
NOTARY PUBLIC

My commission expires:  
**MY COMMISSION EXPIRES FEBRUARY 22, 1998**

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