

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

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

19527

July 14, 1995

JUL 14 1995

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

RECEIVED  
OFFICE OF THE  
SECRETARY  
JUL 17 3 57 PM '95  
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 29, 1995, 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: Wisconsin Central Ltd.  
One O'Hare Centre  
6250 North River Road, Suite 9000  
Rosemont, IL 60018

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

Eleven (11) Twin-Stack® railcars with 40-foot platforms marked and numbered WC 36600 through WC 36610, inclusive.

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

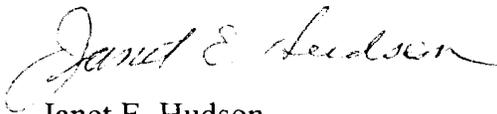
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams  
July 14, 1995  
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 March 29, 1995 between  
Greenbrier Leasing Corporation , Lessor, and Wisconsin Central Ltd.,  
Lessee, covering eleven (11) Twin-Stack® railcars with 40-foot platforms  
marked and numbered WC 36600 through WC 36610, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant - Legal

jeh  
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission  
Washington, D.C. 20423-0001

7/17/95

Office Of The Secretary

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

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/95 at 4:05PM, and assigned recordation number(s) 19527.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 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

• 19527

JUL 17 1995

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

WISCONSIN CENTRAL LTD. ("LESSEE")

MARCH 29, 1995

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Memorandum of a Lease Agreement made and entered into as of March 29, 1995, by and between Greenbrier Leasing Corporation, 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 eleven (11) Twin-Stack® with 40-foot platforms marked and numbered WC 36600 through WC 36610, 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 LEASING CORPORATION

By: Norman M. Webb, E.V.P.

WISCONSIN CENTRAL LTD.

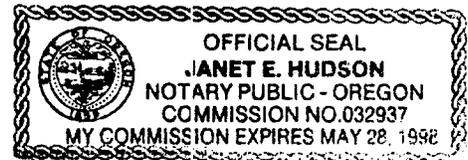
By: J. Power

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 13<sup>th</sup> day of July, 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 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. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF ILLINDIS )  
 ) ss.  
COUNTY OF COOK )

On this 30<sup>th</sup> day of June, 1995, before me personally appeared THOMAS F. POWER, JR., to me personally known, who being by me duly sworn, says that he is the EXECUTIVE VICE PRESIDENT 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.

Gregory L. Davis Sr.  
NOTARY PUBLIC

My commission expires: 7-14-97

