

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

July 15, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

3-200A033

RECORDATION NO. 18045A FILED 1428

JUL 19 1993 3-50 PM

INTERSTATE COMMERCE COMMISSION

JUL 19 3 45 PM '93
NOTICE OPERATING UNIT

Dear Mr. Strickland:

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 an Amendment Dated January 20, 1993 to Memorandum of Lease Agreement dated as of July 24, 1992, 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 July 24, 1993 which was duly filed and recorded on December 22, 1992 and assigned Recordation Number 18045.

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: Gloster Southern Railroad Company
128 Main Street
Crossett, Arkansas 71635

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

Thirty-three (33) 61-foot, 100-ton rebuilt bulkhead flatcars marked and numbered as follows:

WCRC 1103; WCRC 1111; WCRC 1118; WCRC 1123; WCRC 1128;
WCRC 1133; WCRC 1150; WCRC 1153 through WCRC 1155, inclusive;
WCRC 1157 through WCRC 1162, inclusive; WCRC 1165 through
WCRC 1176, inclusive; and WCRC 1178 through WCRC 1182, inclusive.

Mr. Sidney L. Strickland, Jr.
July 15, 1993
Page 2

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

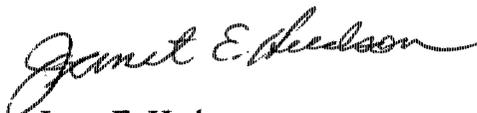
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Amendment Dated January 20, 1993 to Memorandum of Lease Agreement dated as of July 24, 1992 between Greenbrier Leasing Corporation, Lessor, and Gloster Southern Railroad Company, Lessee, thirty-three (33) 61-foot, 100-ton rebuilt bulkhead flatcars marked and numbered as follows:

WCRC 1103; WCRC 1111; WCRC 1118; WCRC 1123; WCRC 1128;
WCRC 1133; WCRC 1150; WCRC 1153 through WCRC 1155, inclusive;
WCRC 1157 through WCRC 1162, inclusive; WCRC 1165 through
WCRC 1176, inclusive; and WCRC 1178 through WCRC 1182, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

WORDJEHST071531

Interstate Commerce Commission
Washington, D.C. 20423

7/20/93

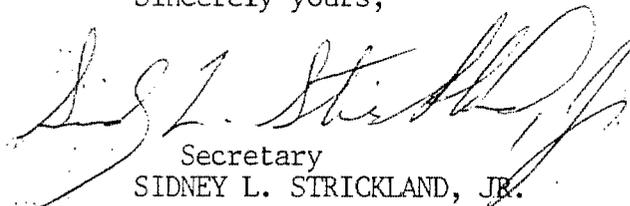
OFFICE OF THE SECRETARY

Janet E Hudson
The Greenbrier Companies
One Centerpointe Drive Suite 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 **7/19/93** at **3:50pm**, and assigned
recordation number(s). **18045-A**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18005-A FILED 1425

JUL 19 1993 3:50 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED JANUARY 20, 1993

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

GLOSTER SOUTHERN RAILROAD COMPANY ("LESSEE")

JULY 24, 1992

Amendment dated as of January 20, 1993 to Memorandum of a Lease Agreement made and entered into as of July 24, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Gloster Southern Railroad Company, an Arkansas corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of thirty-three (33) 61-foot, 100-ton rebuilt bulkhead flatcars bearing marks and numbers WCRC 1150 through WCRC 1182, inclusive;

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments of the underlying lease by substituting six different railcars of the same or similar configurations for six that were damaged.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-three (33) 61-foot, 100-ton rebuilt bulkhead flatcars marked and numbered as follows:

WCRC 1103; WCRC 1111; WCRC 1118; WCRC 1123; WCRC 1128; WCRC 1133; WCRC 1150; WCRC 1153 through WCRC 1155, inclusive; WCRC 1157 through WCRC 1162, inclusive; WCRC 1165 through WCRC 1176, inclusive; and WCRC 1178 through WCRC 1182, inclusive.

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

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: Norris M. Webb, E.V.P.

GLOSTER SOUTHERN RAILROAD COMPANY

By: Philip H. Schueth
PHILIP H. SCHUETH
VICE PRESIDENT &
GENERAL MANAGER

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 6th day of July, 1993, 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: 5/28/94

STATE OF ARKANSAS)
) ss.
COUNTY OF Ashley)

On this 22nd day of June, 1993, before me personally appeared Phillip H. Schueth, to me personally known, who being by me duly sworn, says that he is the Vice President & Gen. Mgr. of GLOSTER SOUTHERN RAILROAD 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.

Phillip H. Schueth
NOTARY PUBLIC

My commission expires: 6-14-2002