

**THE
GREENBRIER
COMPANIES**

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

17961

September 29, 1992

OCT 2 1992 3:05 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Strickland:

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 23, 1992, 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: Illinois Central Railroad Company
233 North Michigan Avenue
Chicago, IL 60601-5799

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

Thirty-five (35) 56'6", 70-ton plain flatcars bearing marks and numbers IC 907550 through IC 907584, inclusive.

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

OCT 2 3 05 PM '92

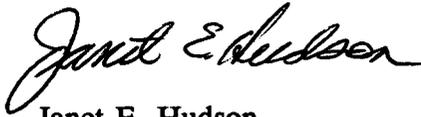
Mr. Sidney L. Strickland, Jr.
September 29, 1992
Page 2

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

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

Memorandum of Lease Agreement dated as of April 23, 1992 between Greenbrier Leasing Corporation, Lessor, and Illinois Central Railroad Company, Lessee, covering thirty-five (35) 56'6", 70-ton plain flatcars bearing marks and numbers IC 907550 through IC 907584, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

17961

RECORDED BY _____ FILED 0600

OCT 2 1992 - 10 05 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

ILLINOIS CENTRAL RAILROAD COMPANY ("LESSEE")

APRIL 23, 1992

Memorandum of a Lease Agreement made and entered into as of April 23, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Illinois Central Railroad Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-five (35) 57'6" 70-ton plain flatcars bearing marks and numbers IC 907550 through IC 907584, 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 LEASING CORPORATION

By: Norris M. Webb, V.P.

LESSEE: ILLINOIS CENTRAL RAILROAD COMPANY

By: [Signature]

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 29th day of September, 1992, before me personally appeared Norris 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.

Janel E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

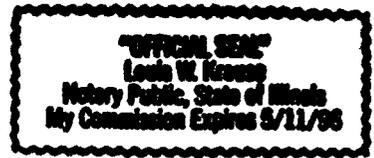
STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 11th day of SEPTEMBER, 1992, before me personally appeared E.H. HARRISON, to me personally known, who being by me duly sworn, says that he is the SR VP OPERATIONS of ILLINOIS CENTRAL RAILROAD 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.

Louis W. Krause
NOTARY PUBLIC

My commission expires:

L042221.ICR



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COMPANIES**

The Greenbrier Companies
One Centerpoint Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

September 29, 1992

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

2-2764028

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NOT FOR FILING UNIT
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