

RECORDED
SURFACE TRANSPORTATION BOARD

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

RECORDATION NO. 20019-A FILED

DEC 3 1998

DEC 9 '98 12-59 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

RECEIVED
DEC 9 1998
MAIL
MANAGEMENT
STB

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) original copies and two (2) photocopies of Memorandum of Lease Agreement for Schedule No. 2 dated as of June 18, 1998 to that certain Lease Agreement dated as of February 27, 1996, 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 February 27, 1996, which was duly filed and recorded on April 16, 1996 and assigned Recordation Number 20019.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpoint Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Peabody Coal Company
301 North Memorial Drive, Suite 300
St. Louis, MO 63102-2401

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

Eighty (80) 3600 cubic foot rapid discharge hopper railcars bearing marks and numbers as follows:

CRLE 6000 through CRLE 6079, inclusive.

Mr. Vernon A. Williams
December 3, 1998
Page 2

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board 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 for Schedule No. 2 dated as of June 18, 1998 to that certain Lease Agreement dated as of February 27, 1996, between Greenbrier Leasing Corporation, Lessor, and Peabody Coal Company, Lessee, covering eighty (80) 3600 cubic foot rapid discharge hopper railcars bearing marks and numbers as follows:

CRLE 6000 through CRLE 6079, inclusive.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 12/9/98

Janet E. Johnston
The Greenbrier Companies, Inc.
One Centerpointe Drive Ste. 200
Lake Oswego, Oregon 97035

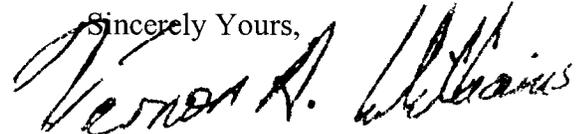
Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/9/98 at 12:59PM, and

assigned recordation number(s).

Sincerely Yours,



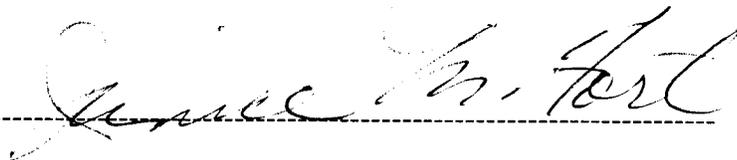
Vernon A. Williams

Enclosure(s)

26.00

\$_____ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



RECORDATION NO. 20019-A FILED

DEC 9 '98 12-59 PM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
PEABODY COAL COMPANY ("LESSEE")

FEBRUARY 27, 1996

SCHEDULE NO. 2

DATED AS OF JUNE 18, 1998

Memorandum of a Lease Agreement for Schedule No. 2 dated as of June 18, 1998 to Lease Agreement made and entered into as of February 27, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Peabody Coal Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor eighty (80) 3600 cubic foot rapid discharge hopper railcars bearing marks and numbers CRLE 6000 through CRLE 6079, 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: Norman M. Webb

Title: Executive Vice President

LESSEE: PEABODY COAL COMPANY

By: Mathew V. Hogg

Title: President

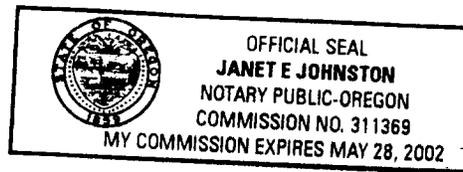
DRJ

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 1st day of December, 1998, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive 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. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Kentucky)
) ss.
COUNTY OF Henderson)

On this 17th day of November, 1998, before me personally appeared Matthew A. Haaga, to me personally known, who being by me duly sworn, says that he is the President of Peabody Coal 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.

Jennifer P. Detyer
NOTARY PUBLIC

My commission expires: 4-29-2000