

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

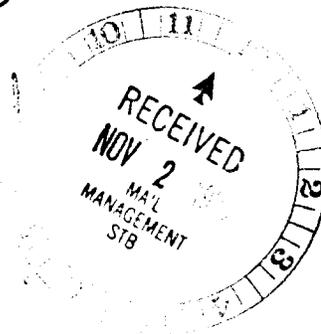
October 28, 1999

RECORDATION NO. 20020-C FILED

NOV 5 '99

TS

3-50PM



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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of Memorandum of Lease Agreement for Schedule No. 4 dated as of October 1, 1999, 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 March 11, 1996 which was duly filed and recorded on April 16, 1996 and assigned Recordation Number 20020.

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: Massachusetts Central Railroad Corporation  
One Wilbraham Street  
Palmer, MA 01069-9650

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

Twenty (20) three-unit 53-foot articulated double stack container cars, marked and numbered MCER 5250 through MCER 5269, inclusive.

Mr. Vernon A. Williams  
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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. 4 dated as of October 1, 1999 to Lease Agreement dated as of March 11, 1996, between Greenbrier Leasing Corporation, Lessor, and Massachusetts Central Railroad Corporation, Lessee, covering twenty (20) three-unit 53-foot articulated double stack container cars, marked and numbered MCER 5250 through MCER 5269, inclusive.

Sincerely,



Janet E. Johnston  
Assistant to the Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

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MEMORANDUM LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

MASSACHUSETTS CENTRAL RAILROAD CORPORATION ("LESSEE")

DATED AS OF MARCH 11, 1996

FOR SCHEDULE NO. 4 DATED OCTOBER 1, 1999

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NOV 5 '99 3-50PM

Memorandum of Schedule No. 4 dated as of October 1, 1999 (the "Schedule") to a Lease Agreement dated as of March 11, 1996 (the "Lease Agreement") by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Massachusetts Central Railroad Corporation, a Massachusetts corporation ("Lessee"). The terms of the Lease Agreement and the Schedule are incorporated by reference.

## WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) three-unit 53-foot articulated double stack container cars, marked and numbered MCER 5250 through MCER 5269, inclusive.
2. The Schedule to the Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the lease term, as described in the Schedule and 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. WebbTitle: E.V.P.

LESSEE: MASSACHUSETTS CENTRAL RAILROAD CORPORATION

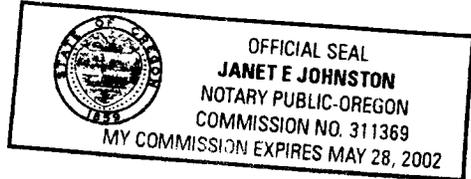
By: J. D. HezzenTitle: V.P./CFO

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 27<sup>th</sup> day of October, 1999, 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 Massachusetts )  
 ) ss.  
COUNTY OF Worcester )

On this 18 day of October, 1999, before me personally appeared Gary Hoepner, to me personally known, who being by me duly sworn, says that s/he is the VP/CEO of Massachusetts Central Railroad Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Robert Mullins  
NOTARY PUBLIC

My commission expires: My Commission Expires February 2, 2001