

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

November 6, 1992

2-318A040

17999

RECORDATION NO. _____ FILED 1425

NOV 13 1992 -3 00 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 October 16, 1991, 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: Magma Copper Company
7400 North Oracle Road, Suite 200
Tucson, AZ 85704

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

Twenty-five (25) 21-foot, 70-ton gondola railcars bearing marks and numbers MAA 30100 through MAA 30124, inclusive.

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

NOV 13 2 54 PM '92

Mr. Sidney L. Strickland, Jr.

November 6, 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 October 16, 1991 between Greenbrier Railcar, Inc., Lessor, and Magma Copper Company, Lessee, covering twenty-five (25) 21-foot, 70-ton gondola railcars bearing marks and numbers MAA 30100 through MAA 30124, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

11/16/92

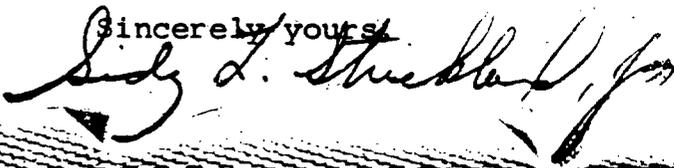
OFFICE OF THE SECRETARY

Janet E. Hudson
Administrative Assistant
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 11/13/92 at 3:00pm, and assigned re-
recording number(s). 17999

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

17909

MEMORANDUM BY _____ FILED 10/20

NOV 13 1992 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

MAGMA COPPER COMPANY ("LESSEE")

OCTOBER 16, 1991

Memorandum of a Lease Agreement made and entered into as of October 16, 1991 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Magma Copper Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-five (25) 21-foot, 70-ton gondola railcars bearing marks and numbers as follows: MAA 30100 through MAA 30124, 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 RAILCAR, INC.

By: Norriss M. Webb, V.P.

LESSEE: MAGMA COPPER COMPANY

By: Frank E. Henderson

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 30th day of October, 1992, 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 Railcar, Inc. 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. Henderson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF Oregon)
) ss.
COUNTY OF Paul)

On this 21st day of October, 1992, before me personally appeared Frank Henderson to me personally known, who being by me duly sworn, says that he is the manager of transportation 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.

Ruth M Cook
NOTARY PUBLIC

My commission expires:
June 17, 1994