

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

May 23, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

20116 - A
RECORDATION NO. _____ FILED 1426

JUN 3 1996 - 11 45 AM

Dear Mr. Williams:

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 for Rider No. 2 dated as of September 25, 1995 to Lease Agreement dated as of September 25, 1995, 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 for Rider No. 1 dated as of September 25, 1996 to Lease Agreement dated as of September 25, 1996 which is being filed at the same time this Rider No. 2 is being filed.

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: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 3005
Rosemont, IL 60018

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

Two-hundred (200) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides, initially assigned for service to Consolidated Rail Corporation with car marks and numbers CRLE 3100 through CRLE 3299, inclusive.

Mr. Vernon A. Williams

May 23, 1996

Page 2

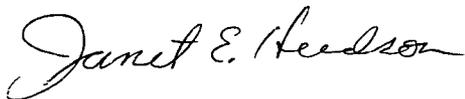
Also enclosed is a payment of \$21 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

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

Memorandum of Lease Agreement for Rider No. 2 dated as of September 25, 1996, to Lease Agreement dated as of September 25, 1996 between Greenbrier Leasing Corporation, Lessor, and First Union Rail Corporation, Lessee, covering two-hundred (200) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides, initially assigned for service to Consolidated Rail Corporation with car marks and numbers CRLE 3100 through CRLE 3299, inclusive.

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. **20136-A** FILED 1425

JUN 3 1996 -11 45 AM

FILED IN THE OFFICE OF THE CLERK OF THE DISTRICT COURT OF THE DISTRICT OF COLUMBIA

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSEE")

AND

FIRST UNION RAIL CORPORATION ("LESSOR")

SEPTEMBER 25, 1995

WITH RIDER NO. 2 DATED AS OF SEPTEMBER 25, 1995

Memorandum of a Lease Agreement made and entered into as of September 25, 1995, with Rider No. 2 dated as of September 25, 1995, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessee") and First Union Rail Corporation, a North Carolina corporation ("Lessor").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two-hundred (200) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides, initially assigned for service to Consolidated Rail Corporation with car marks and numbers CRLE 3100 through CRLE 3299, 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 defined 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.

GREENBRIER LEASING CORPORATION

By: Norman M. Webb

Title: Executive Vice President

Date: February 14, 1996

FIRST UNION RAIL CORPORATION

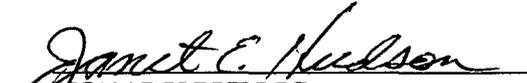
By: Linda H. Morden

Title: Vice President

Date: March 29, 1996

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 14th day of February, 1996, 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.


NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF North Carolina)
) ss.
COUNTY OF Rowan)

On this 29th day of March, 1996, before me personally appeared Linda H. Minter, to me personally known, who being by me duly sworn, says that ~~he~~ she is the Vice President of First Union Rail 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


NOTARY PUBLIC
Linda Goble Baxter

My commission expires: 11/30/2000

