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20251

OF COUNSEL
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SEP 4 1996 1:44 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

September 4, 1996

RECORDATION NO. 20251 - A FILED 1996

SEP 4 1996 1:44 PM

Mr Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two copies each of a Memorandum of Lease Agreement, dated as of April 29, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents, and a Memorandum of Assignment of Master Equipment Lease Agreement, dated as of August 30, 1996, a secondary document related thereto.

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

Memorandum of Lease Agreement

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: The Kansas City Southern Railway Company
114 W 11th Street
Kansas City, Missouri 64105

Ch. Williams
Counter parts -

Mr Vernon A Williams
September 4, 1996
Page 2

Memorandum of Assignment of
Master Equipment Lease Agreement

Assignor Greenbrier Leasing Corporation
 One Centerpointe Drive, Suite 200
 Lake Oswego, Oregon 97035

Assignee. MetLife Capital Financial Corporation
 15915 Katy Freeway, Suite 150
 Houston, Texas 77094

A description of the railroad equipment covered by the enclosed documents is

one hundred (100) railcars bearing marks and numbers KCS 9001
through KCS 9100, inclusive

Also enclosed is a check in the amount of \$42 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

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

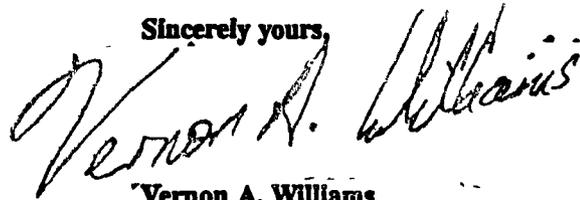
9/4/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

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 9/4/96 at 1:45PM, and assigned recordation number(s). 20251 and 20251-A.

Sincerely yours,

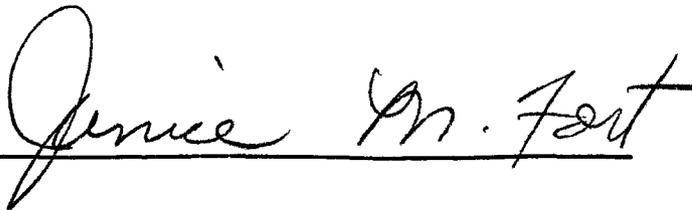


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 20251 FILED 1125

SEP 4 1996 4 45 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY
(LESSEE)

APRIL 29, 1996

Memorandum of a Lease Agreement made and entered into as of April 29, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

WITNESSETH:

- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) three-platform articulated railcars bearing marks and numbers as follows:

KCS 9001 through KCS 9100, 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: Norriss M. Webb

Title: Executive Vice President

LESSEE: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: M.R. Haverly

Title: President

APPROVED AS TO FORM

STATE OF OREGON

COUNTY OF CLACKAMAS

) ss. R.P. By

On this 30th day of August, 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.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Missouri

COUNTY OF Jackson

) ss.

On this 29th day of August, 1996, before me personally appeared M.R. Haverly, to me personally known, who being by me duly sworn, says that he is the President of The Kansas City Southern Railway 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.

Patricia A. Sexson
NOTARY PUBLIC

My commission expires:

LEASE96\061061 kcs

PATRICIA A SEXSON
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP OCT. 22, 1998

