

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

RECORDATION NO. 20275 FILED 142  
One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

SEP 24 1996 11 05 AM

STATE TRANSPORTATION BOARD

September 17, 1996

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

SEP 24 11 00 AM '96

REGISTERED  
SURFACE TRANSPORTATION  
BOARD

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 Loading Agreement dated as of February 2, 1996, 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: Alaska Railroad Corporation  
PO Box 107500  
Anchorage, Alaska 99510

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

Thirty (30) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides marked and numbered CRLE 3425 through CRLE 3454, inclusive.

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.

*Amended*

Mr. Vernon A. Williams  
September 17, 1996  
Page 2

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

Memorandum of Loading Agreement dated as of February 2, 1996 between Greenbrier Leasing Corporation, Lessor, and Alaska Railroad Corporation, Lessee, covering thirty (30) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides marked and numbered CRLE 3425 through CRLE 3454, inclusive.

Sincerely,



Janet E. Hudson  
Assistant to the  
Executive Vice President

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

9/24/96

Janet E. Hudson  
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 Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/24/96 at 11:05AM, and assigned recordation number(s). 20275.

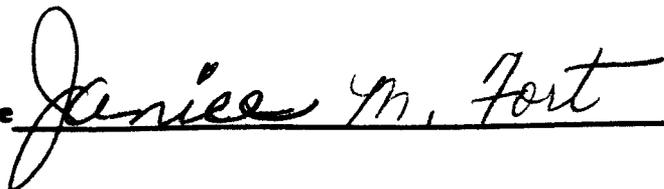
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$2.00 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. **20275** FILED 123  
SEP 24 1996 -11 03 AM

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MEMORANDUM OF LOADING AGREEMENT  
BETWEEN  
GREENBRIER LEASING CORPORATION ("LESSOR")  
AND  
ALASKA RAILROAD CORPORATION ("LESSEE")  
FEBRUARY 2, 1996

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Memorandum of a Loading Agreement made and entered into as of February 2, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Alaska Railroad Corporation, an Alaska corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty (30) 52', 100-ton gondola railcars with 286,000 pound capacity and 5' 6" high sides marked and numbered CRLE 3425 through CRLE 3454, inclusive.
2. The Loading Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Loading 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: Norris M. Webb

Title: Executive Vice President

Date: 9/16/96

ALASKA RAILROAD CORPORATION

By: Shuck

Title: VPTS

Date: 9/10/96

STATE OF OREGON

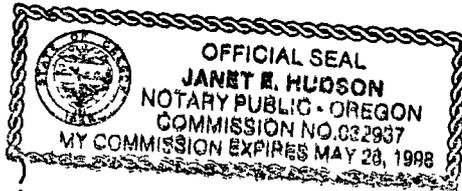
COUNTY OF CLACKAMAS

)  
) ss.  
)

On this 17<sup>th</sup> day of September, 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 Alaska  
COUNTY OF Denali

)  
) ss.  
)

On this 10 day of September, 1996, before me personally appeared George A. Erickson, to me personally known, who being by me duly sworn, says that he is the Vice President, Transportation Services of ALASKA RAILROAD 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.

Cheryl A. Hunt  
NOTARY PUBLIC

My commission expires: 7-18-97