

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

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

16865  
RECORDATION NO \_\_\_\_\_ FILED 1425

0-131A000

May 8, 1990

MAY 11 1990 -11 30 AM  
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordation  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) original copies and three (3) photocopies of a Memorandum of Lease Agreement dated as of November 29, 1989, 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: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

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

Up to one hundred thirty-nine (139) 87-foot and 89-foot Pullman standard low-deck-type flatcars bearing marks and numbers as follows: CHTT 8900 through CHTT 9038, inclusive.

Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

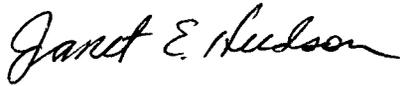
Ms. Mildred Lee  
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Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

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

Memorandum of Lease Agreement dated as of November 29, 1989 between Greenbrier Leasing Corporation, Lessor and Union Pacific Railroad Company, Lessee, covering up to one hundred thirty-nine (139) 87-foot and 89-foot Pullman standard low-deck-type flatcars bearing marks and numbers as follows: CHTT 8900 through CHTT 9038, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Charles T. Kappler, Esq.

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MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

UNION PACIFIC RAILROAD COMPANY ("LESSEE")

NOVEMBER 29, 1989

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Memorandum of a Lease Agreement made and entered into as of November 29, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Union Pacific Railroad Company, a Utah 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 up to one hundred thirty-nine (139) 87-foot and 89-foot Pullman standard low-deck-type flatcars bearing marks and numbers as follows:  
  
CHTT 8900 through CHTT 9038, 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: Worris M. Webb, V.P.

UNION PACIFIC TRANSPORTATION COMPANY

By: [Signature]

STATE OF OREGON )  
 )  
COUNTY OF CLACKAMAS )

On this 30th day of March, 1990, 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 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: 5/28/90

STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS )

On this 20th day of April 1990, before me personally appeared D. H. Rettinger, to me personally known, who being by me duly sworn, says that he is AVP-Purchasing of UNION PACIFIC RAILROAD 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.

Carol A. Leo  
NOTARY PUBLIC

My commission expires: October 6, 1992

