

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

May 8, 1990

16866
RECORDATION NO _____ FILED 1425
MAY 11 1990 -11 30 AM
INTERSTATE COMMERCE COMMISSION

0-131A000

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 three (3) original copies and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 1, 1990, 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: Rail Bridge Corporation
505 South Avenue
Cranford, N.J. 07016

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

Twenty (20) five-platform Maxi-Stack™ I 125-ton truck well-type (IBC) railcars. Each platform is equipped to carry two 20-foot containers or one 40-foot container in each well. Container lengths of 40, 45 or 48 feet can be loaded in the upper portion. The cars bear marks and numbers as follows: RBCX 1001 through RBCX 1020, inclusive.

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

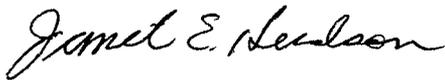
Ms. Mildred Lee
May 8, 1990
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Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

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

Memorandum of Lease Agreement dated as of March 1, 1990 between Greenbrier Leasing Corporation, Lessor and Rail Bridge Corporation, Lessee, covering 20 Maxi-Stack™ I five-platform 125-ton truck well-type (IBC) railcars marked and numbered RBCX 1001 through RBCX 1020, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

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RECORDATION NO _____ FILED 1425

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

RAIL BRIDGE CORPORATION ("LESSEE")

MARCH 1, 1990

Memorandum of a Lease Agreement made and entered into as of March 1, 1990 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Rail Bridge Corporation, a New Jersey 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 twenty (20) five-platform Maxi-Stack™ I 125-ton truck well-type (IBC) cars. Each platform is equipped to carry two 20-foot containers or one 40-foot container in each well. Container lengths of 40, 45 or 48 feet can be loaded in the upper portion. The cars bear marks and numbers as follows:

RBCX 1001 through RBCX 1020, 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: Norris M. Webb, V.P.

RAIL BRIDGE CORPORATION

By: R. J. Casanova, EVP

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 18th day of April, 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 NEW JERSEY)
)
COUNTY OF)

On this 27th day of April 1990, before me personally appeared R. E. Lawrence, to me personally known, who being by me duly sworn, says that he is Executive Vice President of RAIL BRIDGE 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.

Marilyn E. Rizzo
NOTARY PUBLIC

My commission expires:

NEW JERSEY
My Commission Expires 2/13/95

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MARILYN E. RIZZO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 2/13/95