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RECORDATION NO. 16995-A

FILED 7425

TMS

JUL 25 1994 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

COUNSEL

URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

July 25, 1994

0100318026

LICENSE NO. 1031
JUL 25 10 10 AM '94

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed copies of a Memorandum of Lease Agreement, dated April 6, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement filed with the Commission under Recordation Number 16995.

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

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive
Lake Oswego, Oregon 97035

Lessee: Canadian National Railway Company
P.O. Box 8100
Montreal, Quebec, Canada

A description of the railroad equipment covered by the enclosed document is two hundred (200) boxcars bearing road marks and numbers CRLE 71000 through CRLE 71199, inclusive.

Ethel M. Lewis
Centerpointe

Mr. Sidney L. Strickland, Jr.
July 25, 1994
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/25/94

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 7/25/94 at 10:10AM, and assigned recordation number(s) 18499-C, 18499-D and 16995-A.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 54.00 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 stamped 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 Junice M. Fort

RECORDATION NO. 16 995-A FILED 1425

^{TMS}
JUL 25 1994 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

CANADIAN NATIONAL RAILWAY COMPANY ("LESSEE")

APRIL 6, 1994

This Memorandum of Lease Agreement is dated as of April 6, 1994. It refers to a Lease Agreement that was made and entered into as of September 11, 1989 and was amended the first time on April 20, 1990, was amended a second time on August 30, 1991, and was amended a third time on April 6, 1994. The Lease Agreement and all amendments thereto are herein referred to as the "Lease as Amended." The Lease as Amended is by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Canadian National Railway Company, a Canadian corporation ("Lessee").

W I T N E S S E T H:

1. Pursuant to the Lease as Amended, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred (200) 50' 6", 70-ton roller bearing boxcars bearing marks and numbers as follows:

CRLE 71000 through CRLE 71199, inclusive.

2. The Lease as Amended shall be effective as of the date of the original Lease Agreement and shall be subject to the lease term, as defined in the Lease as Amended.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb

Title: Vice President

Approved
as to form only
J.K. Edwards
Attorney

CANADIAN NATIONAL RAILWAY COMPANY

By: J.K. Edwards

Title: J.K. Edwards
Senior Director - Supply Management
Directeur principal - Gestion des approvisionnements

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

ss.

On this 22nd day of July, 1994, 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 RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation on the 22nd day of ~~April~~, 1994, 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



PROVINCE OF QUEBEC)
)
COUNTY OF _____)

ss.

On this 19th day of JULY, 1994, before me personally appeared J. K. EDWARDS, to me personally known, who being by me duly sworn, says that he is the SENIOR DIRECTOR - SUPPLY MANAGEMENT of CANADIAN NATIONAL RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation on the 19th day of JULY, 1994, and he acknowledged that the execution of the said instrument was his free act and deed.

J. Marchand
~~NOTARY PUBLIC~~ COMMISSIONER FOR OATHS

My commission expires:

Joanne Marchand
Commissioner for Oaths
Commissaire à l'Assermentation
Tous Les Districts Judiciaires du Québec
Expires 22, Novembre 1996
No. 127,834