1-023A078

THE GREENBRIER COMPANIES

The Greenbrier Companies

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

January 9, 1991

17209
RECORDATION NO. _____ FILED 1425

JAN 23 1991 -10 25 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 three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of June 6, 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 Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Kansas City Southern Railway Company
114 West 11th Street
Kansas City, Missouri 64105-1804

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

one hundred fifty (150) 100-ton covered hopper railcars bearing marks and numbers listed on Exhibit D.1 enclosed.

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

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 June 6, 1990 between Greenbrier Railcar, Inc., Lessor and Kansas City Southern Railway Company, Lessee, covering one hundred fifty (150) 100-ton covered hopper railcars bearing marks and numbers listed on Exhibit D.1 enclosed.

Sincerely,

Janet E. Hudson

Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

RECORDATION NO. 17299 FILED 1425

JAN 23 1991 -10 25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")

JUNE 6, 1990

Memorandum of a Lease Agreement made and entered into as of June 6, 1990 by and between Greenbrier Railcar, Inc, a Delaware corporation, ("Lessor") and 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-fifty (150) 100-ton covered hopper railcars bearing marks and numbers listed on Exhibit D.1 attached.

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.

GREENBRIER RAILCAR, INC.

By: Norriss M. Webb, V.P.

KANSAS CITY SOUTHERN RAILWAY COMPANY

By: _____

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 16th day of November, 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 Railcar, Inc. 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: 5/28/94

STATE OF MISSOURI)
)
COUNTY OF)

On this 14th day of December, 1990, before me personally appeared L. R. Parsons, to me personally known, who being by me duly sworn, says that he is the V.P. Mktg & Acting Chief Oper. Officer of 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.

Martha Mueller
NOTARY PUBLIC

My commission expires: 5/17/93

L060504.KCS

EXHIBIT D.1

KCS HOPPERS

10-Oct-90

OLD CAR #	MECH CL	NEW CAR #	OLD CAR #	MECH CL	NEW CAR #
SSW 070655	H 10012	KCS 512000	SSW 077725	H 10020	KCS 520001
SSW 070669	H 10012	KCS 512001	SSW 077833	H 10020	KCS 520004
SSW 070674	H 10012	KCS 512002	SSW 077845	H 10020	KCS 520006
SSW 070691	H 10012	KCS 512003	SSW 077868	H 10020	KCS 520007
SSW 070699	H 10012	KCS 512004	SSW 077876	H 10020	KCS 520008
SP 496323	H 10012	KCS 512005	SSW 077879	H 10020	KCS 520009
SP 496329	H 10012	KCS 512006	SSW 077886	H 10020	KCS 520010
SP 496340	H 10012	KCS 512007	SSW 077849	H 10020	KCS 520011
SP 496353	H 10012	KCS 512008	SSW 077929	H 10021	KCS 521000
SP 496444	H 10012	KCS 512009	SSW 077999	H 10021	KCS 521001
SSW 079344	H 10012	KCS 512010	SSW 077951	H 10021	KCS 521003
SP 496330	H 10012	KCS 512011	SSW 077931	H 10021	KCS 521004
SSW 070656	H 10012	KCS 512012	SSW 077208	H 10024	KCS 524000
SP 496332	H 10012	KCS 512013	SSW 077379	H 10024	KCS 524001
SP 496379	H 10012	KCS 512014	SSW 077423	H 10024	KCS 524002
SP 496404	H 10012	KCS 512015	SSW 077623	H 10024	KCS 524003
SP 496427	H 10012	KCS 512016	SSW 077232	H 10024	KCS 524004
SP 496432	H 10012	KCS 512017	SSW 077482	H 10024	KCS 524005
SP 496434	H 10012	KCS 512018	SSW 077507	H 10024	KCS 524008
SP 496436	H 10012	KCS 512019	SSW 077586	H 10024	KCS 524009
SSW 079380	H 10012	KCS 512021	SSW 077646	H 10024	KCS 524010
SSW 070678	H 10012	KCS 512025	SSW 076250	H 10025	KCS 525000
SP 496251	H 10018	KCS 518000	SSW 079642	H 10025	KCS 525001
SP 496263	H 10018	KCS 518001	SSW 079955	H 10025	KCS 525002
SSW 079858	H 10018	KCS 518002	SSW 076204	H 10025	KCS 525003
SSW 070719	H 10018	KCS 518003	SSW 076225	H 10025	KCS 525004
SSW 070741	H 10018	KCS 518004	SSW 076234	H 10025	KCS 525005
SSW 070757	H 10018	KCS 518005	SSW 076260	H 10025	KCS 525006
SSW 070769	H 10018	KCS 518006	SSW 076964	H 10026	KCS 526000
SSW 071510	H 10018	KCS 518007	SSW 076999	H 10026	KCS 526001
SSW 071540	H 10018	KCS 518008	SSW 073502	H 10027	KCS 527000
SSW 071603	H 10018	KCS 518009	SSW 073518	H 10027	KCS 527001
SSW 071617	H 10018	KCS 518010	SSW 073660	H 10027	KCS 527002
SSW 071639	H 10018	KCS 518011	SSW 073900	H 10027	KCS 527003
SSW 071641	H 10018	KCS 518012	SSW 074132	H 10028	KCS 528000
SSW 070773	H 10018	KCS 518013	SSW 074246	H 10028	KCS 528001
SSW 076335	H 10018	KCS 518014	SSW 074204	H 10028	KCS 528002
SSW 076351	H 10018	KCS 518015	SSW 074207	H 10028	KCS 528003
SSW 076467	H 10018	KCS 518016	SSW 074339	H 10028	KCS 528004
SSW 070732	H 10018	KCS 518018	SSW 074464	H 10028	KCS 528005
SSW 070734	H 10018	KCS 518020	SSW 074597	H 10030	KCS 530000
SSW 070771	H 10018	KCS 518021	SSW 074674	H 10030	KCS 530001
SSW 071561	H 10018	KCS 518025	SSW 074753	H 10030	KCS 530002
SSW 071577	H 10018	KCS 518026	SSW 074846	H 10030	KCS 530003
SSW 071600	H 10018	KCS 518028	SSW 074895	H 10030	KCS 530004
SSW 071634	H 10018	KCS 518029	SSW 074978	H 10030	KCS 530005
SSW 071637	H 10018	KCS 518030	SSW 074533	H 10030	KCS 530006
SSW 071645	H 10018	KCS 518031	SSW 074601	H 10030	KCS 530007
SSW 077703	H 10020	KCS 520000	SSW 074671	H 10030	KCS 530009

KCS HOPPERS 10-Oct-90

OLD CAR #	MECH CL	NEW CAR #	OLD CAR #	MECH CL	NEW CAR #
SSW 074672	H 10030	KCS 530010			
SSW 074989	H 10030	KCS 530011			
SSW 074721	H 10030	KCS 530012			
SSW 074740	H 10030	KCS 530013			
SSW 074745	H 10030	KCS 530014			
SSW 074778	H 10030	KCS 530015			
SSW 074850	H 10030	KCS 530016			
SSW 074859	H 10030	KCS 530017			
SSW 074885	H 10030	KCS 530018			
SSW 074898	H 10030	KCS 530019			
SSW 074904	H 10030	KCS 530020			
SSW 074914	H 10030	KCS 530021			
SSW 074949	H 10030	KCS 530022			
SSW 074965	H 10030	KCS 530023			
SSW 074976	H 10030	KCS 530024			
SSW 074979	H 10030	KCS 530025			
SSW 074564	H 10030	KCS 530026			
SSW 074614	H 10030	KCS 530027			
SSW 074624	H 10030	KCS 530028			
SSW 074627	H 10030	KCS 530029			
SSW 074666	H 10030	KCS 530030			
SSW 074667	H 10030	KCS 530031			
SSW 074700	H 10030	KCS 530032			
SSW 074703	H 10030	KCS 530033			
SSW 074723	H 10030	KCS 530034			
SSW 074732	H 10030	KCS 530035			
SSW 074734	H 10030	KCS 530036			
SSW 074755	H 10030	KCS 530037			
SSW 074791	H 10030	KCS 530039			
SSW 074796	H 10030	KCS 530040			
SSW 074831	H 10030	KCS 530041			
SSW 074849	H 10030	KCS 530042			
SSW 074865	H 10030	KCS 530043			
SSW 074868	H 10030	KCS 530044			
SSW 074886	H 10030	KCS 530045			
SSW 074888	H 10030	KCS 530046			
SSW 074916	H 10030	KCS 530047			
SSW 074952	H 10030	KCS 530048			
SSW 074955	H 10030	KCS 530049			
SSW 074964	H 10030	KCS 530050			
SSW 074985	H 10030	KCS 530051			
SSW 074500	H 10030	KCS 530052			
SSW 078717	H 10033	KCS 533000			
SSW 078683	H 10033	KCS 533001			
SSW 078630	H 10033	KCS 533002			
SSW 078685	H 10033	KCS 533003			
SSW 078837	H 10033	KCS 533005			
SSW 078905	H 10033	KCS 533006			
SSW 078919	H 10033	KCS 533007			
SSW 070042	H 10038	KCS 538000			
SSW 070124	H 10038	KCS 538001			
SSW 070332	H 10038	KCS 538002			

TOTAL CARS: 150

1-023A078

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SSW 070769	H 10018	KCS 518006	SSW 076964	H 10026	KCS 526000
SSW 071510	H 10018	KCS 518007	SSW 076999	H 10026	KCS 526001
SSW 071540	H 10018	KCS 518008	SSW 073502	H 10027	KCS 527000
SSW 071603	H 10018	KCS 518009	SSW 073518	H 10027	KCS 527001
SSW 071617	H 10018	KCS 518010	SSW 073660	H 10027	KCS 527002
SSW 071639	H 10018	KCS 518011	SSW 073900	H 10027	KCS 527003
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SSW 076335	H 10018	KCS 518014	SSW 074204	H 10028	KCS 528002
SSW 076351	H 10018	KCS 518015	SSW 074207	H 10028	KCS 528003
SSW 076467	H 10018	KCS 518016	SSW 074339	H 10028	KCS 528004
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SSW 070734	H 10018	KCS 518020	SSW 074597	H 10030	KCS 530000
SSW 070771	H 10018	KCS 518021	SSW 074674	H 10030	KCS 530001
SSW 071561	H 10018	KCS 518025	SSW 074753	H 10030	KCS 530002
SSW 071577	H 10018	KCS 518026	SSW 074846	H 10030	KCS 530003
SSW 071600	H 10018	KCS 518028	SSW 074895	H 10030	KCS 530004
SSW 071634	H 10018	KCS 518029	SSW 074978	H 10030	KCS 530005
SSW 071637	H 10018	KCS 518030	SSW 074533	H 10030	KCS 530006
SSW 071645	H 10018	KCS 518031	SSW 074601	H 10030	KCS 530007
SSW 077703	H 10020	KCS 520000	SSW 074671	H 10030	KCS 530009

KCS HOPPERS 10-Oct-90

OLD CAR #	MECH CL	NEW CAR #	OLD CAR #	MECH CL	NEW CAR #
SSW 074672	H 10030	KCS 530010			
SSW 074989	H 10030	KCS 530011			
SSW 074721	H 10030	KCS 530012			
SSW 074740	H 10030	KCS 530013			
SSW 074745	H 10030	KCS 530014			
SSW 074778	H 10030	KCS 530015			
SSW 074850	H 10030	KCS 530016			
SSW 074859	H 10030	KCS 530017			
SSW 074885	H 10030	KCS 530018			
SSW 074898	H 10030	KCS 530019			
SSW 074904	H 10030	KCS 530020			
SSW 074914	H 10030	KCS 530021			
SSW 074949	H 10030	KCS 530022			
SSW 074965	H 10030	KCS 530023			
SSW 074976	H 10030	KCS 530024			
SSW 074979	H 10030	KCS 530025			
SSW 074564	H 10030	KCS 530026			
SSW 074614	H 10030	KCS 530027			
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SSW 074627	H 10030	KCS 530029			
SSW 074666	H 10030	KCS 530030			
SSW 074667	H 10030	KCS 530031			
SSW 074700	H 10030	KCS 530032			
SSW 074703	H 10030	KCS 530033			
SSW 074723	H 10030	KCS 530034			
SSW 074732	H 10030	KCS 530035			
SSW 074734	H 10030	KCS 530036			
SSW 074755	H 10030	KCS 530037			
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SSW 074849	H 10030	KCS 530042			
SSW 074865	H 10030	KCS 530043			
SSW 074868	H 10030	KCS 530044			
SSW 074886	H 10030	KCS 530045			
SSW 074888	H 10030	KCS 530046			
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SSW 074952	H 10030	KCS 530048			
SSW 074955	H 10030	KCS 530049			
SSW 074964	H 10030	KCS 530050			
SSW 074985	H 10030	KCS 530051			
SSW 074500	H 10030	KCS 530052			
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SSW 078683	H 10033	KCS 533001			
SSW 078630	H 10033	KCS 533002			
SSW 078685	H 10033	KCS 533003			
SSW 078837	H 10033	KCS 533005			
SSW 078905	H 10033	KCS 533006			
SSW 078919	H 10033	KCS 533007			
SSW 070042	H 10038	KCS 538000			
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SSW 070332	H 10038	KCS 538002			

TOTAL CARS: 150