

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

March 24, 1992

2-087A001

RECORDATION NO. 17244-4 FILED 1425

MAR 27 1992 - 10 02 PM

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) original copies and two (2) photocopies of a Memorandum of Loading Agreement dated as of October 1, 1990 with Rider No. 2 dated as of February 3, 1992, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Loading Agreement dated as of October 1, 1990 which was duly filed and recorded on March 14, 1991 and assigned Recordation Number 17244.

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: The Kansas City Southern Railway Company and
Louisiana & Arkansas Railway Company
114 West Eleventh South
Kansas City, MO 64104

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

Approximately one-hundred (100) 89-foot, TOFC flatcars marked and numbered KCS 8500 through KCS 8599, inclusive.

MAR 27 9 53 AM '92
MOTOR OPERATING UNIT

Ms. Mildred Lee
March 24, 1992
Page 2

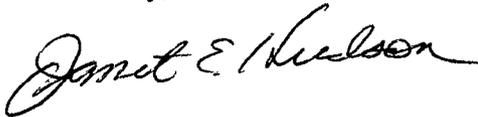
Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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 secondary document to appear in the Commission's Index is:

Memorandum of Loading Agreement dated as of October 1, 1990 with Rider No. 2 dated as of February 3, 1992 between Greenbrier Leasing Corporation, Lessor, and The Kansas City Southern Railway Company and Louisiana & Arkansas Railway Company, (jointly referred to as Lessee), covering approximately one-hundred (100) 89-foot, TOFC flatcars marked and numbered KCS 8500 through KCS 8599, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

3/27/92

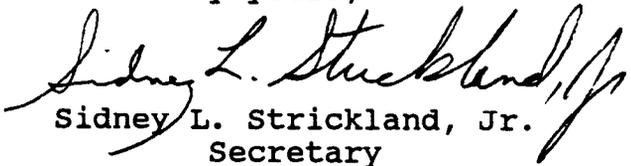
OFFICE OF THE SECRETARY

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive Suite 200
Lake Oswego, Oregon 97055

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 3/27/92 at 10:05 , and assigned recordation number(s). 17244-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

REGISTRATION NO. 17244-14 FEB 1992

MAR 27 1992 - 10 04 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")

AND

LOUISIANA & ARKANSAS RAILWAY COMPANY, ("LESSEE")

OCTOBER 1, 1990

RIDER NO. 2 DATED AS OF FEBRUARY 3, 1992

Memorandum of a Loading Agreement made and entered into as of October 1, 1990 with Rider No. 2 dated as of February 3, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation and Louisiana & Arkansas Railway Company, a Delaware corporation (hereinafter jointly referred to as "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 approximately one-hundred (100) 89-foot, TOFC flatcars marked and numbered KCS 8500 through KCS 8599, 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: Norman M. Webb

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: J. B. Schum

LOUISIANA & ARKANSAS RAILWAY COMPANY

By: J. B. Schum

L\L020321.KCS

APPROVED AS TO FORM

J. M. Mack

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 11th day of March, 1992, 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: 5/28/94

STATE OF)
) ss.
COUNTY OF)

On this 2nd day of March, 1992, before me personally appeared J.B. Ahner, to me personally known, who being by me duly sworn, says that he is the Sr. Vice Pres. & Chief Oper. Officer of THE 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: 5/1/93

L\L020321.KCS

STATE OF Missouri)
COUNTY OF Jackson) ss.

On this 2nd day of March, 1992, before me personally appeared A. Bohner, to me personally known, who being by me duly sworn, says that he is the Vice Pres. & Chief Oper. Officer of LOUISIANA & ARKANSAS 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

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