



The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

0100901004

RECORDATION NO. 17244-B FILED 1425

December 12, 1995

DEC 24 1995 -9 20 AM

FEDERAL COMMERCE COMMISSION

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

RECEIVED
OFFICE OF THE
SECRETARY
DEC 22 9 16 AM '95
LICENSING DIVISION

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 1303 are three (3) original copies and two (2) photocopies of Memorandum of Loading Agreement Rider No. 3 dated as of February 3, 1995, 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 4, 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
114 West Eleventh South
Kansas City, MO 64105

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

Two-hundred (200) 89-foot, TOFC flatcars marked and numbered KCS 8298 through KCS 8497, inclusive

Mr. Vernon A. Williams

December 12, 1995

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Also enclosed is a payment of \$21 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 the undersigned.

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. 3 dated as of February 3, 1995 between Greenbrier Leasing Corporation, Lessor, and The Kansas City Southern Railway Company, Lessee, covering two-hundred (200) 89-foot, TOFC flatcars marked and numbered KCS 8298 through KCS 8497, inclusive

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission

Washington, D.C. 20423-0001 12/22/95

Office Of The Secretary

Janet E. Hudson
The Greenbrier Companies
One Centerpointe Drive Ste. 200
Lake Oswego, Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/22/95 at 9:20AM, and assigned recordation number(s). 17244-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100901004)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with 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 typed 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

RECORDED NO. 17244-B FILED 1995
DEC 26 1995 -9 20 AM
KANSAS COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")

OCTOBER 1, 1990

RIDER NO. 3 DATED AS OF FEBRUARY 3, 1995

Memorandum of a Loading Agreement made and entered into as of October 1, 1990 with Rider No. 3 dated as of February 3, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

W I T N E S S E T H:

1. Lessee is the successor in interest through merger to the Louisiana & Arkansas Railway Company under the Memorandum of Loading Agreement made and entered into as of October 1, 1990.
2. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two-hundred (200) 89-foot, TOFC flatcars marked and numbered KCS 8298 through KCS 8497, inclusive.
3. 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: Normiss M. Webb, E.V.P.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: [Signature]

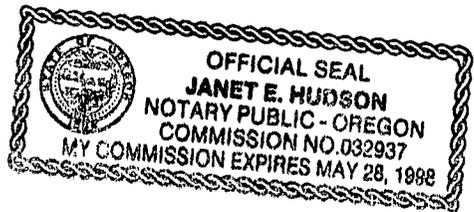
Approved as to Form
R.P. By [Signature]

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 12th day of December, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive 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: 5/28/98



STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 27th day of November, 1995, before me personally appeared Vaughn Short, to me personally known, who being by me duly sworn, says that he is the Vice President BCU 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.

Patricia Nelson
NOTARY PUBLIC

My commission expires:

October 22, 1998

