

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

March 11, 1991

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

RECORDATION BY 17251 FILED 1425
MAR 15 1991 -3 25 PM
INTERSTATE COMMERCE COMMISSION

1-074A045

MAR 15 3 25 PM '91
RECORDATION UNIT

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 November 22, 1989, 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: Illinois Central Railroad Company
233 North Michigan Avenue
Chicago, IL 60601-5799

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

Fifty (50) 50' 6" 70-ton, double 8' plug door boxcars and bearing marks and numbers as follows:

IC 532800 through IC 532849, inclusive

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

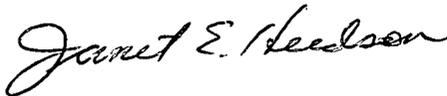
Ms. Mildred Lee
March 11, 1991
Page 2

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 November 22, 1989 between Greenbrier Railcar, Inc., Lessor and Illinois Central Railroad Company, Lessee, covering fifty (50) 50' 6" 70-ton, double 8' plug door boxcars and bearing marks and numbers as follows:

IC 532800 through IC 532849, inclusive

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

3/19/91

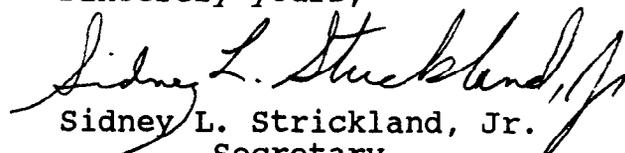
OFFICE OF THE SECRETARY

Janet E. Hudson
The GreenBrier Companies
One Centerpointe Drive Suite 200
Lake Oswego, Oregon 97035

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 3/15/91 at 3:35pm, and assigned recordation number(s). 17251

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17251
RECORDED TO FILED

MAR 15 1991 - 8 50 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

ILLINOIS CENTRAL RAILROAD COMPANY ("LESSEE")

NOVEMBER 22, 1989

Memorandum of a Lease Agreement made and entered into as of November 22, 1989 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Illinois Central Railroad Company, a Delaware 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 fifty (50) 50' 6" 70-ton, double 8' plug door boxcars and bearing marks and numbers as follows:

IC 532800 through IC 532849, 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 RAILCAR, INC.

By: Norris M. Webb, V.P.

ILLINOIS CENTRAL RAILROAD COMPANY

By: A. F. Melan

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 4th day of January, 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: 5/28/90

STATE OF ILLINOIS)
)
COUNTY OF)

On this 7th day of March 1990⁹¹, before me personally appeared Shall J. Nolan, to me personally known, who being by me duly sworn, says that he is Senior Vice President - Marketing of ILLINOIS CENTRAL RAILROAD 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 A. Zieminski
NOTARY PUBLIC

My commission expires:

