

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

December 29, 1992

RECORDED AND FILED 17392-A

JAN 4 1993 3 55 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

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 an Amendment Dated October 6, 1992 to Memorandum of Lease Agreement dated as of June 6, 1991, 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 Lease Agreement dated as of June 6, 1991 which was duly filed and recorded on June 21, 1991 and assigned Recordation Number 17392.

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: Norfolk Southern Railway Company
8 North Jefferson
Roanoke, VA 24042-0072

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

One hundred fifty (150) Husky-Stack® railcars bearing CRLE marks and numbers as follows: CRLE 5400 through CRLE 5549, inclusive.

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

Mr. Sidney L. Strickland, Jr.
December 29, 1992
Page 2

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:

Amendment Dated October 6, 1992 to Memorandum of Lease Agreement dated as of June 6, 1991 between Greenbrier Leasing Corporation, Lessor, and Norfolk Southern Railway Company, Lessee, covering one hundred fifty (150) Husky-Stack® railcars bearing CRLE marks and numbers as follows: CRLE 5400 through CRLE 5549, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

RECORDING NO. 17397-A FILED 1993

JAN 4 1993 - 3 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED OCTOBER 6, 1992

TO

MEMORANDUM OF LEASE

BETWEEN

NORFOLK SOUTHERN RAILWAY COMPANY ("LESSEE")

AND

GREENBRIER LEASING CORPORATION ("LESSOR")

Amendment dated as of October 6, 1992 to Memorandum of Lease made and entered into as of June 6, 1991 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Norfolk Southern Railway Company, a Virginia corporation, ("Lessee") which was filed at the I.C.C. on June 21, 1991 and assigned Recordation Number 17392 (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of one hundred fifty (150) Husky-Stack™ railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments of the underlying lease by changing the railroad reporting marks and numbers.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) Husky-Stack™ railcars bearing CRLE marks and numbers as follows:

CRLE 5400 through CRLE 5549, inclusive"

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporation officers as of October 6, 1991.

GREENBRIER LEASING CORPORATION

By: Norman M. Webb

Title: Vice President

NORFOLK SOUTHERN RAILWAY COMPANY

By: Samuel A. F. Lee

Title: Manager Material-Car

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of October, 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.



Colleen Martin
Notary Public

[NOTARY SEAL]

My Commission expires: 10-8-95

STATE OF VA)
) ss.
CITY)
COUNTY OF ROANOKE)

On this 3rd day of NOVEMBER, 1992, before me personally appeared
HARRY G. FRIDGE, to me personally known, who being by me duly sworn, says
that he is the MANAGER MATERIAL-CAR of Norfolk 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.

[Signature]
Notary Public

[NOTARY SEAL]

My Commission expires: 12-31-95

L100821.NS