

17545
RECORDATION NO. FILED 1425

SEP 30 1991 -1 - PM

LAW OFFICES INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET

WASHINGTON, D.C.

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17545A
RECORDATION NO. FILED 1425

OF COUNSEL
URBAN A. LESTER

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

September 30, 1991 1-273A080

860

New Number

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

17545B
RECORDATION NO. FILED 1425

SEP 30 1991 -1 - PM

SEP 30 12 59 PM '91
MOTOR VEHICLE UNIT
BUREAU

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged original copies each of four (4) Memorandum of Master Lease Agreement dated as of March 14, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, which relate to 1) Schedule No. 1 dated May 7, 1991, 2) Schedule No. 2 dated May 8, 1991, 3) Schedule No. 3 dated April 10, 1991 and 4) Schedule No. 4 dated September 11, 1991.

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: Southern Pacific Transportation Company
St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed documents is set forth in Equipment Schedules thereto.

Also enclosed is a check in the amount of \$60.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies each of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

CT. Kappler

County

Mr. Sidney L. Strickland, Jr.
September 30, 1991
Page Two

A short summary of the enclosed primary document to appear in the Commission's Index is:

Four (4) Memorandum of Master Lease Agreement dated as of March 14, 1991 between Greenbrier Railcar, Inc., Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, Lessee, relating to 1) Schedule No. 1 dated May 7, 1991, 2) Schedule No. 2 dated May 8, 1991, 3) Schedule No. 3 dated April 10, 1991 and 4) Schedule No. 4 dated September 11, 1991 covering a total of 739 railcars.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

17545/A

RECEIVED 10 1 1991

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF MASTER LEASE AGREEMENT

AMONG

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY

AND

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

(TOGETHER "LESSEE")

MARCH 14, 1991

SCHEDULE NO. 2 DATED MAY 8, 1991

PROJECT 10A

Memorandum of a Master Lease Agreement made and entered into as of March 14, 1991 and Schedule No. 2 dated May 8, 1991 to said Master Lease Agreement, by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation, and St. Louis Southwestern Railway Company, a Missouri corporation, (hereafter referred to together 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 one hundred fifty (150) 4,750 cubic foot covered hopper cars marked and numbered as indicated on Exhibit C attached hereto.
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.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: L.C. YARBERRY
L.C. YARBERRY
Vice President - Finance

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By: L.C. YARBERRY
L.C. YARBERRY
Vice President - Finance

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 26th day of September, 1991, 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

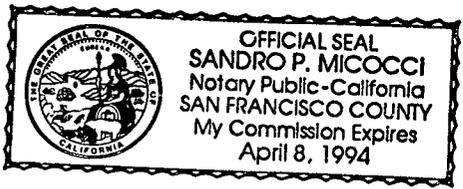


STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 18th day of SEPTEMBER, 1991, before me personally appeared L.C. JARBERG, to me personally known, who being by me duly sworn, says that he is the V.P. - FINANCE of SOUTHERN PACIFIC TRANSPORTATION 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.

Sandro P. Micocci
NOTARY PUBLIC

My commission expires:



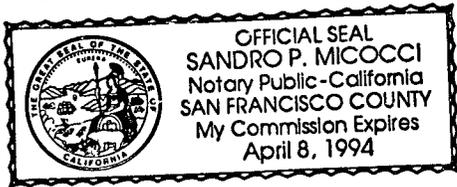
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 18th day of SEPTEMBER, 1991, before me personally appeared L.C. BARBERY, to me personally known, who being by me duly sworn, says that he is the V.P. - FINANCE of ST. LOUIS SOUTHWESTERN 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.



NOTARY PUBLIC

My commission expires:



EQUIPMENT SCHEDULE

OLD CAR #	MECH CL	NEW CAR #	OLD CAR #	MECH CL	NEW CAR #
SSW 070655	H 10012	KCS 512000	SSW 077886	H 10020	KCS 520010
SSW 070669	H 10012	KCS 512001	SSW 077849	H 10020	KCS 520011
SSW 070674	H 10012	KCS 512002	SSW 077929	H 10021	KCS 521000
SSW 070691	H 10012	KCS 512003	SSW 077999	H 10021	KCS 521001
SSW 070699	H 10012	KCS 512004	SSW 077951	H 10021	KCS 521003
SP 496323	H 10012	KCS 512005	SSW 077931	H 10021	KCS 521004
SP 496329	H 10012	KCS 512006	SSW 077208	H 10C24	KCS 524000
SP 496340	H 10012	KCS 512007	SSW 077379	H 10024	KCS 524001
SP 496353	H 10012	KCS 512008	SSW 077423	H 10024	KCS 524002
SP 496444	H 10012	KCS 512009	SSW 077623	H 10024	KCS 524003
SSW 079344	H 10012	KCS 512010	SSW 077232	H 10024	KCS 524004
SP 496330	H 10012	KCS 512011	SSW 077482	H 10024	KCS 524005
SSW 070656	H 10012	KCS 512012	SSW 077507	H 10024	KCS 524008
SP 496332	H 10012	KCS 512013	SSW 077586	H 10024	KCS 524009
SP 496379	H 10012	KCS 512014	SSW 077646	H 10024	KCS 524010
SP 496404	H 10012	KCS 512015	SSW 076250	H 10025	KCS 525000
SP 496427	H 10012	KCS 512016	SSW 079642	H 10025	KCS 525001
SP 496432	H 10012	KCS 512017	SSW 079955	H 10025	KCS 525002
SP 496434	H 10012	KCS 512018	SSW 076204	H 10025	KCS 525003
SP 496436	H 10012	KCS 512019	SSW 076225	H 10025	KCS 525004
SSW 079380	H 10012	KCS 512021	SSW 076234	H 10025	KCS 525005
SSW 070678	H 10012	KCS 512025	SSW 076260	H 10025	KCS 525006
SP 496251	H 10018	KCS 518000	SSW 076964	H 10026	KCS 526000
SP 496263	H 10018	KCS 518001	SSW 076999	H 10026	KCS 526001
SSW 079858	H 10018	KCS 518002	SSW 073502	H 10027	KCS 527000
SSW 070719	H 10018	KCS 518003	SSW 073518	H 10027	KCS 527001
SSW 070741	H 10018	KCS 518004	SSW 073660	H 10027	KCS 527002
SSW 070757	H 10018	KCS 518005	SSW 073900	H 10027	KCS 527003
SSW 070769	H 10018	KCS 518006	SSW 074132	H 10028	KCS 528000
SSW 071510	H 10018	KCS 518007	SSW 074246	H 10028	KCS 528001
SSW 071540	H 10018	KCS 518008	SSW 074204	H 10028	KCS 528002
SSW 071603	H 10018	KCS 518009	SSW 074207	H 10028	KCS 528003
SSW 071617	H 10018	KCS 518010	SSW 074339	H 10028	KCS 528004
SSW 071639	H 10018	KCS 518011	SSW 074464	H 10028	KCS 528005
SSW 071641	H 10018	KCS 518012	SSW 074597	H 10030	KCS 530000
SSW 070773	H 10018	KCS 518013	SSW 074674	H 10030	KCS 530001
SSW 076335	H 10018	KCS 518014	SSW 074753	H 10030	KCS 530002
SSW 076351	H 10018	KCS 518015	SSW 074846	H 10030	KCS 530003
SSW 076467	H 10018	KCS 518016	SSW 074895	H 10030	KCS 530004
SSW 070732	H 10018	KCS 518018	SSW 074978	H 10030	KCS 530005
SSW 070734	H 10018	KCS 518020	SSW 074533	H 10030	KCS 530006
SSW 070771	H 10018	KCS 518021	SSW 074601	H 10030	KCS 530007
SSW 071561	H 10018	KCS 518025	SSW 074671	H 10030	KCS 530009
SSW 071577	H 10018	KCS 518026	SSW 074672	H 10030	KCS 530010
SSW 071600	H 10018	KCS 518028	SSW 074989	H 10030	KCS 530011
SSW 071634	H 10018	KCS 518029	SSW 074721	H 10030	KCS 530012
SSW 071637	H 10018	KCS 518030	SSW 074740	H 10030	KCS 530013
SSW 071645	H 10018	KCS 518031	SSW 074745	H 10030	KCS 530014
SSW 077703	H 10020	KCS 520000	SSW 074778	H 10030	KCS 530015
SSW 077725	H 10020	KCS 520001	SSW 074850	H 10030	KCS 530016
SSW 077833	H 10020	KCS 520004	SSW 074859	H 10030	KCS 530017
SSW 077845	H 10020	KCS 520006	SSW 074885	H 10030	KCS 530018
SSW 077868	H 10020	KCS 520007	SSW 074898	H 10030	KCS 530019
SSW 077876	H 10020	KCS 520008	SSW 074904	H 10030	KCS 530020
SSW 077879	H 10020	KCS 520009	SSW 074914	H 10030	KCS 530021

EXHIBIT C TO SCHEDULE NO. 2 con't.

EQUIPMENT SCHEDULE

OLD CAR #	MECH CL	NEW CAR #
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