

17545
RECORDATION NO. FILED 1925

SEP 30 1991 -1 - PM

LAW OFFICES INTERSTATE COMMERCE COMMISSION

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

ALVORD AND ALVORD

OF COUNSEL
URBAN A. LESTER

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

200 WORLD CENTER BUILDING

17545A
RECORDATION NO. FILED 1925

918 SIXTEENTH STREET

WASHINGTON, D.C.

20006-2978

SEP 30 1991 -1 - PM

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

(202) 393-2288

INTERSTATE COMMERCE COMMISSION

SEP 30 1991 -1 - PM

INTERSTATE COMMERCE COMMISSION

September 30, 1991 1-273A080

\$60

New Number

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

17545B
RECORDATION NO. FILED 1925

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SEP 30 12 59 PM '91
RECORDING UNIT

Dear Mr. Strickland:

INTERSTATE COMMERCE COMMISSION

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 ^B

REGISTRATION NO. _____ FILE NO.

SEP 30 1991 -1 05 PM

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. 3 DATED APRIL 10, 1991

PROJECT 19A

Memorandum of a Master Lease Agreement made and entered into as of March 14, 1991 and Schedule No. 3 dated April 10, 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 (100) 89-foot pipeflat railcars marked and numbered as follows:
CRLE 830000 through CRLE 830099, 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: W. Morris M. Webb, V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: _____

L.C. YARBERRY
Vice President - Finance

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By: _____

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.

Jamie E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

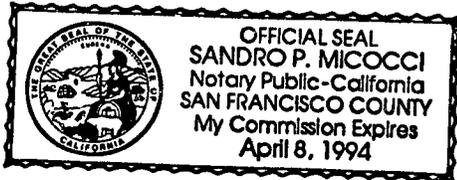


STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 18th day of SEPTEMBER, 1991, before me personally appeared L.C. YARBERRY, 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. YARBERRY, 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.

Sandro P. Micocci
NOTARY PUBLIC

My commission expires:

