

**THE  
GREENBRIER  
COMPANIES**

1-343A001

The Greenbrier Companies

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

December 6, 1991

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

17612  
DEC 9 1991 - 10 15 PM  
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of April 1, 1991, 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 Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

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

One-hundred three (103) 89-foot standard deck flatcars bearing marks and numbers as follows:

WCRC 8800 through WCRC 8914, except the following:

WCRC 8843, WCRC 8846, WCRC 8847, WCRC 8860,  
WCRC 8862, WCRC 8874, WCRC 8875, WCRC 8876,  
WCRC 8877, WCRC 8888, WCRC 8896, and WCRC 8898

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Ms. Mildred Lee  
December 6, 1991  
Page 2

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

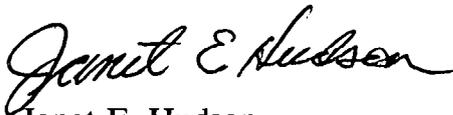
Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. Please note that we would especially like the copy marked "SPT Copy" returned. A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 1, 1991 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, covering one-hundred three (103) 89-foot standard deck flatcars bearing marks and numbers as follows:

WCRC 8800 through WCRC 8914, except the following:

WCRC 8843, WCRC 8846, WCRC 8847, WCRC 8860,  
WCRC 8862, WCRC 8874, WCRC 8875, WCRC 8876,  
WCRC 8877, WCRC 8888, WCRC 8896, and WCRC 8898

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission  
Washington, D.C. 20423

12/9/91

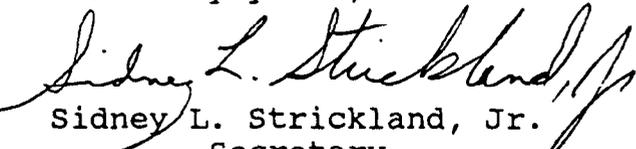
OFFICE OF THE SECRETARY

Janet E. Hudson  
Administrative Assistant  
The Greenbrier Companies  
One Centerpointe Drive, Suite 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 12/9/91 at 10:15am, and assigned recordation number(s). 17612, 17613, & 17614

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17612  
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INTERSTATE COMMERCE COMMISSION

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LEASE  
MEMORANDUM OF ~~LOADING~~ AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

APRIL 1, 1991

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Memorandum of Lease Agreement made and entered into as of April 1, 1991 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation 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 one-hundred three (103) 89-foot standard deck flatcars with an estimated capacity of 150,000 pounds and bearing marks and numbers as follows:

WCRC 8800 through WCRC 8914, except the following:

WCRC 8843, WCRC 8846, WCRC 8847, WCRC 8860, WCRC 8862, WCRC 8874, WCRC 8875, WCRC 8876, WCRC 8877, WCRC 8888, WCRC 8896, and WCRC 8898.

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 LEASING CORPORATION

By: Norris M. Webb, V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: [Signature]

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 26th day of November, 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 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.

Jared E. Hudson  
NOTARY PUBLIC

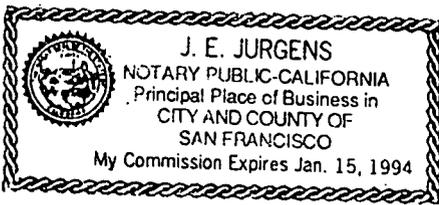
My commission expires: 5/28/94

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

On this 20th day of NOVEMBER, 1991, before me personally appeared J. J. GURSHIS, to me personally known, who being by me duly sworn, says that he is the MANAGING DIRECTOR - FLEET MANAGEMENT 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.

J. E. Jurgens  
NOTARY PUBLIC

My commission expires:



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