

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

3-221A095

August 6, 1993

18358

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

AUG 10 1993 8 50 PM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT
AUG 9 3 49 PM '93

Dear Mr. Strickland:

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 June 1, 1993, 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: Alaska Railroad Corporation
P.O. Box 107500
Anchorage, Alaska 99510-7500

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

Fifty (50) fifty-foot 70-ton high cube boxcars bearing marks and numbers ARR 10900 through ARR 10949, inclusive.

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 the undersigned.

Mr. Sidney L. Strickland, Jr.

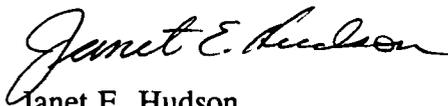
August 6, 1993

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

Memorandum of Lease Agreement dated as of June 1, 1993 between Greenbrier Railcar, Inc., Lessor, and Alaska Railroad Corporation, Lessee, covering fifty (50) fifty-foot 70-ton high cube boxcars bearing marks and numbers ARR 10900 through ARR 10949, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

8/9/93

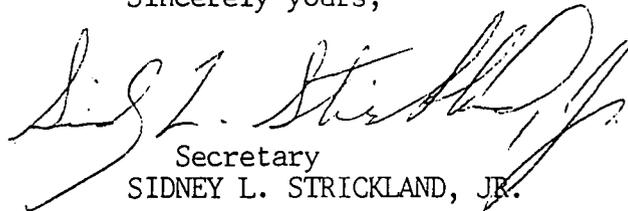
OFFICE OF THE SECRETARY

Janet E. Hudson
The Greenbrier Companies
The Greenbrier Companies
One Centerpointe Drive, Ste. 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 **8/9/93** at **3:50PM**, and assigned recordation number(s). **18358.**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274-104

18358

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

ALASKA RAILROAD CORPORATION ("LESSEE")

JUNE 1, 1993

Memorandum of a Lease Agreement made and entered into as of June 1, 1993 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Alaska Railroad Corporation, an Alaska corporation ("Lessee").

WITNESSETH:

- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) fifty-foot 70-ton high cube boxcars bearing marks and numbers as follows:

ARR 10900 through ARR 10949, 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 described 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.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norriss M. Webb, V.P.

LESSEE: ALASKA RAILROAD CORPORATION

By: [Signature]

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 5th day of August, 1993, 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.

[Signature]
NOTARY PUBLIC

My commission expires:

STATE OF ALASKA)
) ss.
COUNTY OF _____)

On this 27th day of July, 1993, before me personally appeared John O'Meara, to me personally known, who being by me duly sworn, says that he is the Vice President Finance of ALASKA RAILROAD 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.

[Signature]
NOTARY PUBLIC

My commission expires: 8-24-94