

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

May 8, 1996

Mr. Vernon A Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

RECORDATION NO. 18209-A FILED 1425

MAY 15 1996 2 55 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr Williams:

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 May 20, 1994 to Memorandum of Lease Agreement dated as of November 18, 1992, 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 November 18, 1992 which was duly filed and recorded on April 26, 1993 and assigned Recordation Number 18209.

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	The Atchison, Topeka and Santa Fe Railway Company 1700 E Golf Road, 6th Floor Schaumburg, IL 60173

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

Pursuant to Schedule No. 1, up to ten (10) five-unit Maxi-Stack® III IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254379 through SFLC 254388, inclusive

Pursuant to Schedule No. 2, up to ten (10) five-unit Maxi-Stack® I IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254369 through SFLC 254378, inclusive

Mr. Vernon A. Williams

May 8, 1996

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Also enclosed is a payment of \$21 payable to the order of the Surface Transportation Board covering the required recordation fee.

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 May 20, 1994 to Memorandum of Lease Agreement dated as of November 18, 1992 between Greenbrier Leasing Corporation, Lessor, and The Atchison, Topeka and Santa Fe Railway Company, Lessee, covering pursuant to Schedule No. 1, up to ten (10) five-unit Maxi-Stack® III IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254379 through SFLC 254388, inclusive and pursuant to Schedule No. 2, up to ten (10) five-unit Maxi-Stack® I IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254369 through SFLC 254378, inclusive.

Sincerely,

Janet E. Hudson  
Assistant to the  
Executive Vice President

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

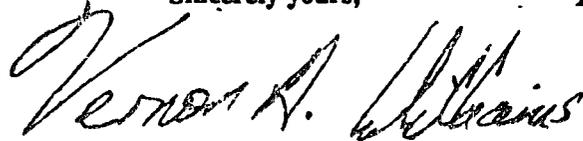
5/15/96

Janet E. Hudson  
The Greenbrier Companies  
One Centerpointe Drive, Ste. 200  
Lake Oswego, Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 5/15/96 at 2:55PM, and  
assigned recordation number(s). 18209-A, 18209-B and 18209-C.

Sincerely yours,

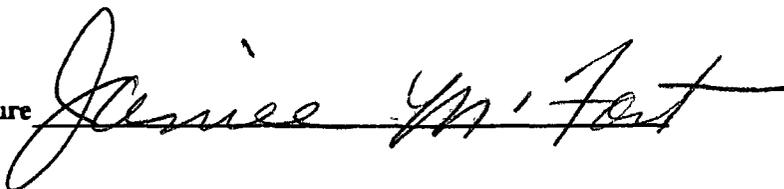


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18209-A FILED 1925

MAY 15 1996 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

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AMENDMENT DATED MAY 20, 1994

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("LESSEE")

NOVEMBER 18, 1992

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Amendment dated as of May 20, 1994 to MEMORANDUM OF LEASE made and entered into as of November 18, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of twenty (20) five-unit Maxi-Stack® IBC 125-ton intermediate truck intermodal container railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease.

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

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

"1. Lessor has agreed to furnish to Lessee pursuant to Schedule No. 1 of the underlying lease, and the Lessee has agreed to lease from Lessor up to ten (10) five-unit Maxi-Stack® III IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers as follows:

SFLC 254379 through SFLC 254388, inclusive.

Lessor has agreed to furnish to Lessee pursuant to Schedule No. 2 of the underlying lease, and the Lessee has agreed to lease from Lessor up to ten (10) five-unit Maxi-Stack® I IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers as follows:

SFLC 254369 through SFLC 254378, 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 corporate officers as of the date first above written.

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

TITLE: Exec. Vice President

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

BY: Daniel Flum

TITLE: DIRECTOR

STATE OF OREGON

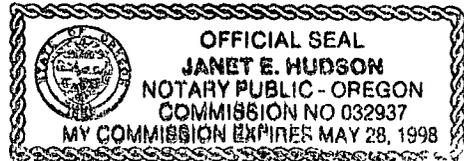
)  
) ss.  
)

COUNTY OF CLACKAMAS

On this 3rd day of May, 1998, 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.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Texas

)  
) ss.  
)

COUNTY OF Tarrant

On this 17th day of April, 1998, before me personally appeared David L. Fleen, to me personally known, who being by me duly sworn, says that he is the Director of The Atchison, Topeka and Santa Fe 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.

Kelly Murray  
NOTARY PUBLIC

My commission expires:

9-24-97

