

**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-C
FILE 11...
MAY 15 1996 -2 55 PM
STATE COMMERCE OF OREGON

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 15 2 50 PM '96

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 a Second Amendment Dated August 30, 1995 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 five (5) five-unit Maxi-Stack® III IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254379 through SFLC 254383, inclusive

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

Mr. Vernon A. Williams

May 8, 1996

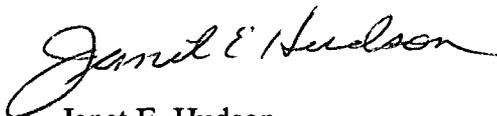
Page 2

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:

Second Amendment Dated August 30, 1995 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 five (5) five-unit Maxi-Stack® III IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254379 through SFLC 254383, inclusive

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.

REGISTRATION NO. 18209-C FILED T-10

MAY 15 1996 -2 55 PM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT DATED AUGUST 30, 1995

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

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

NOVEMBER 18, 1992

Second Amendment dated as of August 30, 1995 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® I IBC 125-ton intermediate truck intermodal container railcars ("Maxi-I's"); and

WHEREAS, Lessor and Lessee amended the Lease Memorandum by substituting ten Maxi-Stack® III intermodal railcars with 48-foot platforms ("Maxi-III's") for ten of the Maxi-I's;

WHEREAS, Lessor and Lessee wish to amend the Amendment to Lease Memorandum by deleting five of the Maxi-III's;

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

1. Delete the first paragraph of Paragraph 1 and add a new first paragraph to 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 five (5) five-unit Maxi-Stack® III IBC intermodal container railcars bearing marks and numbers as follows:

SFLC 254379 through SFLC 254383, inclusive.

2. All other terms and conditions of the Amendment to 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. V.P.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

BY: Daniel Flinn

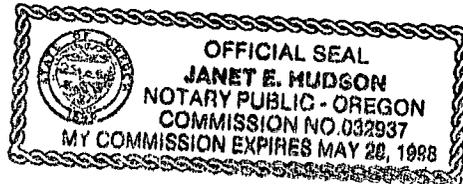
TITLE: Director

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 3rd day of May, 1996, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive 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, 1996, 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

