

**THE
GREENBRIER
COMPANIES**

April 16, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are one (1) original and four (4) photocopies of Schedule No. 3 dated April 15, 2000, to the Lease Agreement dated as of November 12, 1998, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of November 12, 1998, which was duly filed and recorded on December 7, 1998 and assigned Recordation Number 21834.

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

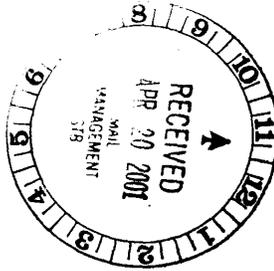
LESSEE: Canadian Pacific Railway Company
401 9th Avenue, S.W.
Calgary, Alberta T2P 3C5
Canada

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

One hundred (100) 60-foot, Plate F boxcars, with double eight-foot plug doors, nailable steel floor, and 15-inch EOCC, marked and numbered as per the attached Railcar List.

Also enclosed is a payment of \$28 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.



The Greenbrier Companies, Inc.

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

RECORDATION NO. 21834-C FILED

APR 24 '01 2-36 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
April 16, 2001
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A short summary of the enclosed secondary document to appear in the
Commission's Index is:

Memorandum of Schedule No. 3 dated as of April 15, 2000, to a Lease
Agreement dated as of November 12, 1998 between Greenbrier Leasing
Corporation, Lessor, and Canadian Pacific Railway Company covering one
hundred (100) 60-foot, Plate F boxcars, with double eight-foot plug doors,
nailable steel floor, and 15-inch EOCC, marked and numbered as per the attached
Railcar List.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RAILCAR LIST FOR SCHEDULE NO. 3

<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
CRLE	19302	CRLE	19413
CRLE	19303	CRLE	19414
CRLE	19307	CRLE	19415
CRLE	19308	CRLE	19416
CRLE	19311	CRLE	19417
CRLE	19312	CRLE	19418
CRLE	19317	CRLE	19419
CRLE	19326	CRLE	19420
CRLE	19327	CRLE	19421
CRLE	19330	CRLE	19422
CRLE	19332	CRLE	19423
CRLE	19335	CRLE	19424
CRLE	19336	CRLE	19425
CRLE	19340	CRLE	19426
CRLE	19352	CRLE	19428
CRLE	19353	CRLE	19433
CRLE	19357	CRLE	19435
CRLE	19358	CRLE	19436
CRLE	19363	CRLE	19437
CRLE	19366	CRLE	19439
CRLE	19367	CRLE	19440
CRLE	19368	CRLE	19442
CRLE	19369	CRLE	19444
CRLE	19370	CRLE	19445
CRLE	19371	CRLE	19446
CRLE	19373	CRLE	19447
CRLE	19374	CRLE	19451
CRLE	19375	CRLE	19456
CRLE	19383	CRLE	19457
CRLE	19384	CRLE	19458
CRLE	19385	CRLE	19464
CRLE	19386	CRLE	19467
CRLE	19388	CRLE	19473
CRLE	19390	CRLE	19475
CRLE	19391	CRLE	19476
CRLE	19393	CRLE	19477
CRLE	19394	CRLE	19479
CRLE	19395	CRLE	19485
CRLE	19397	CRLE	19489
CRLE	19400	CRLE	19490
CRLE	19401	CRLE	19492
CRLE	19403	CRLE	19493
CRLE	19404	CRLE	19494
CRLE	19405	CRLE	19495
CRLE	19406	CRLE	19496
CRLE	19408	CRLE	19497
CRLE	19409	CRLE	19498
CRLE	19411	CRLE	19499
CRLE	19412		

Total: 98 Cars

RECORDATION NO. 21834-C FILED

APR 24 '01 2-36 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CANADIAN PACIFIC RAILWAY COMPANY ("LESSEE")

NOVEMBER 12, 1998

SCHEDULE NO. 3

APRIL 15, 2000

This Memorandum of Schedule No. 3 dated April 15, 2000 to a Lease Agreement made and entered into as of November 12, 1998 is by and between GREENBRIER LEASING CORPORATION, a Delaware corporation, ("Lessor") CANADIAN PACIFIC RAILWAY COMPANY a Canadian corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 60-foot, Plate F boxcars, with double eight-foot plug doors, nailable steel floors, and 15-inch EOCC, marked and numbered as indicated in the attached Railcar List.
2. The Lease Agreement and Schedule No. 3 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Schedule No. 3.

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 LEASING CORPORATION

BY: Norris M. Webb

NAME: Norriss M. Webb

TITLE: Executive Vice President

DATE: 4/9/01

LESSEE:
CANADIAN PACIFIC RAILWAY COMPANY

BY: Rick Sallee

NAME: Rick Sallee

TITLE: Vice President

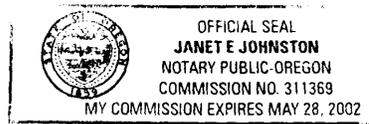
DATE: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 9th day of April, 2000, 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 Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



PROVINCE OF ALBERTA)
CITY) ss.
COUNTY OF CALGARY)

On this 22nd day of March, 2000, before me personally appeared Rick Sallee, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Canadian Pacific Railway Company that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

D. J. Barnhardt
NOTARY PUBLIC

My commission expires: _____

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DON BARNHARDT
Barrister and Solicitor
Suite 2000, 401 - 9th Avenue S.W.
Calgary, AB T2P 4Z4
Telephone: 319-8189

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