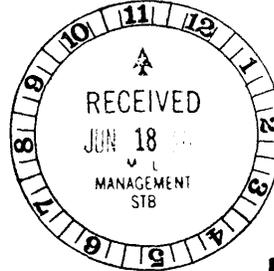


**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

June 11, 2001



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

RECORDATION NO. 17244-F

JUN 21 '01 8-27 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of Rider No. 7 dated March 15, 2001, to the Loading Agreement dated as of October 1, 1990, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Loading Agreement dated as of October 1, 1990, which was duly filed and recorded on March 4, 1991 and assigned Recordation Number 17244.

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 Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

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

Up to one hundred eighty-six (186) 50-foot, 70-ton, Plate C boxcars with 20-inch EOCC, nailable steel floors, and 10-foot by 10-foot 3-inch sliding doors, marked and numbered KCS 60300 through KCS 60485, inclusive.

Mr. Vernon A. Williams
June 11, 2001
Page 2

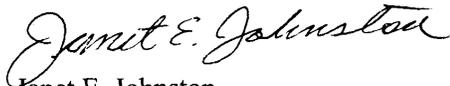
Also enclosed is a payment of \$28 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Rider No. 7 dated as of March 15, 2001, to a Loading Agreement dated as of October 1, 1990 between Greenbrier Leasing Corporation, Lessor, and The Kansas City Southern Railway Company, Lessee, covering up to one hundred eighty-six (186) 50-foot, 70-ton, Plate C boxcars with 20-inch EOCC, nailable steel floors, and 10-foot by 10-foot 3-inch sliding doors, marked and numbered KCS 60300 through KCS 60485, inclusive.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 17244-F FILED

JUN 21 '01 8-27 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")

DATED AS OF OCTOBER 1, 1990

RIDER NO. 7 DATED MARCH 15, 2001

Memorandum of Rider No. 7 dated as of March 15, 2001 (the "Rider"), to a Loading Agreement dated as of October 1, 1990 (the "Agreement"), by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee"). The terms of the Agreement and the Rider are incorporated herein by reference.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor up to one hundred eighty-six (186) 50-foot, 70-ton, Plate C boxcars with 20-inch EOCC, nailable steel floors, and 10-foot by 10-foot 3-inch sliding doors, marked and numbered KCS 60300 through KCS 60485, inclusive.
2. The Rider shall be effective as of the date first set forth herein above and shall be subject to the term, as described in the Rider and the 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 LEASING CORPORATION

By: Norriss M. Webb

Name: Norriss M. Webb

Title: Executive Vice President

Date: 6/2/01

LESSEE:

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

By: Robert H. Berry

Name: Robert H. Berry

Title: Sr. VP and CFO

Date: June 1, 2001

G:\WORD\LEASE\2001\L03150111 KCS RIDER 7 186 BOXCARS.doc

Approved as to form
J.M.M.
Assoc. General Counsel

RECORDATION NO. 17244-F

JUN 21 '01 8-27

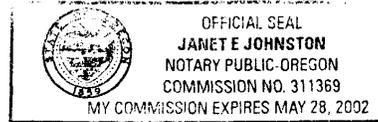
SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of June, 2001, 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 and 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



STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 1st day of June, 2001, before me personally appeared Robert H. Barry, to me personally known, who being by me duly sworn, says that s/he is the Sr. VP and CFO of The Kansas City Southern Railway Company and 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.

Linda Reeve
NOTARY PUBLIC

My commission expires: _____

