

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

RECORDATION NO. 23203 FILED

October 20, 2000

OCT 25 '00

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TS

SURFACE TRANSPORTATION BOARD



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 three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of July 1, 1999, 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 Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec H3B 2M9
Canada

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

Thirty-three (33) five-unit intermodal flatcars capable of handling 40-foot containers and 48-foot trailers. Each platform has a carrying capacity of 90,000 lbs. The cars are marked and numbered as indicated in the attached Railcar Schedule.

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
October 20, 2000
Page 2

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

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

Memorandum of Lease Agreement for Schedule No. 1 dated as of July 1, 1999 covering thirty-three (33) five-unit intermodal flatcars capable of handling 40-foot containers and 48-foot trailers. Each platform has a carrying capacity of 90,000 lbs. The cars are marked and numbered as indicated in the attached Railcar Schedule.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RAILCAR SCHEDULE

Marks and Numbers:

Mark	Number
CRLE	683610
CRLE	683611
CRLE	683613
CRLE	683615
CRLE	683616
CRLE	683617
CRLE	683620
CRLE	683625
CRLE	683626
CRLE	683627
CRLE	683631
CRLE	683634
CRLE	683635
CRLE	683636
CRLE	683637
CRLE	683640
CRLE	683645
CRLE	683646
CRLE	683647
CRLE	683649
CRLE	683651
CRLE	683654
CRLE	683656
CRLE	683657
CRLE	683659
CRLE	683660
CRLE	683664
CRLE	683667
CRLE	683668
CRLE	683679
CRLE	683683
CRLE	683684
CRLE	683687

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OCT 25 '00 3-56 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSEE")

AND

CANADIAN NATIONAL RAILWAY COMPANY ("LESSOR")

JULY 1, 1999

Memorandum of Equipment Lease Agreement made and entered into as of July 1, 1999 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessee") and Canadian National Railway Company, a Canadian corporation ("Lessor").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-three (33) five-unit intermodal flat cars capable of handling 40-foot containers and 48-foot trailers. Each platform has a carrying capacity of 90,000 lbs. The cars are marked and numbered as indicated in the attached Railcar Schedule.
2. The Equipment 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 Equipment 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.

LESSEE: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

LESSOR: CANADIAN NATIONAL RAILWAY
COMPANY

By: Aulouf

Title: SR. VICE PRESIDENT & CFO

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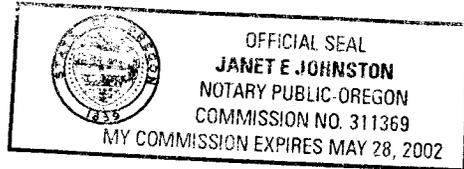
SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 10th day of October 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 QUEBEC)
) ss.
COUNTY OF MONTREAL DISTRICT

On this 25th day of SEPTEMBER, 2000, before me personally appeared CLAUDE MONGEAU, to me personally known, who being by me duly sworn, says that he is the SENIOR VICE President & Chief Financial Officer of Canadian National 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.

Cristina Preslie
NOTARY PUBLIC / Attorney

My commission expires:

RAILCAR SCHEDULE

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