

RECORDATION NO. 23160-A FILED

JAN 10 '01 8-48 AM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 10, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement (Schedule No. 2), dated as of October 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was previously filed with the Board under Recordation Number 23160.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive
Lake Oswego, OR 97035

Lessee: Arkansas Midland Railroad
Company, Inc.
Jones Mill Industrial Park
Jones Mill, AK 72105

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

50 boxcars AKMD 1050 - AKMD 1099

98

Mr. Vernon A. Williams
January 10, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Schedule No. 2) between Greenbrier Leasing Corporation, Lessor, and Arkansas Midland Railroad Company, Inc., Lessee, covering 50 boxcars AKMD 1050 - AKMD 1099.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23160-A FILED

JAN 10 '01 8-48 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

ARKANSAS MIDLAND RAILROAD COMPANY, INC. ("LESSEE")

JULY 1, 2000

SCHEDULE NO. 2

OCTOBER 15, 2000

Memorandum of a Lease Agreement and Schedule No. 2, made and entered into as of October 15, 2000 to a Lease Agreement dated as of July 1, 2000 by and between GREENBRIER LEASING CORPORATION, a Delaware corporation ("Lessor"), and ARKANSAS MIDLAND RAILROAD COMPANY, INC., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 60-foot, Plate F boxcars with double eight-foot sliding doors, 15-inch EOCC and nailable steel floors marked and numbered AKMD 1050 through AKMD 1099, inclusive.
2. The Lease Agreement and Schedule No. 2 shall be effective as of the date first set forth above and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2.

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.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Name: Norris M. Webb

Title: Executive Vice President

Date: 12/28/00

ARKANSAS MIDLAND RAILROAD
COMPANY, INC.

By: J.P. Levine

Name: J.P. LEVINE

Title: PRESIDENT

Date: 12/20/00

RECORDATION NO. 23160-A FILED

JAN 10 '01 8-48 AM

SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 28th day of December, 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



STATE OF Massachusetts)
) ss.
COUNTY OF Hampton)

On this 20th day of December, 2000, before me personally appeared John P. Levine to me personally known, who being by me duly sworn, says that s/he is the Resident of ARKANSAS MIDLAND RAILROAD COMPANY, INC. 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.

Bernard L. Mac Arthur
NOTARY PUBLIC

My commission expires: _____

G:\WORD\LEASE\2000\L10150013 AKMD 50 BOX.doc

BERNARD L. MAC ARTHUR
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES ON 06/25/04