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RECORDATION NO. 23399-A FILED

MAR -7 '01 12-02 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

March 7, 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 five (5) copies of a Memorandum of Lease Agreement (Rider No. 2), dated May 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 which is being filed with the Board under Recordation Number 23399.

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

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

Lessee: Quebec Gatineau Railway
6650 Durocher Street
Outremont, Quebec
H2V 3Z3 Canada

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

30 boxcars within the series CRLE 19076 - CRLE 19134

Mr. Vernon A. Williams
March 7, 2001
Page Two

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

Memorandum of Lease Agreement (Rider No. 2) between
Greenbrier Leasing Corporation Lessor, and Quebec Gatineau
Railway, Lessee, covering 30 boxcars within the series CRLE
19076 - CRLE 19134.

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. 23399-A FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
QUEBEC GATINEAU RAILWAY ("LESSEE")

MARCH 1, 2000

RIDER NO. 2

MAY 15, 2000

Memorandum of a Lease Agreement dated as of March 1, 2000 and Rider No. 2 thereto made and entered into as of May 15, 2000 by and between GREENBRIER LEASING CORPORATION, a Delaware corporation ("Lessor") and QUEBEC GATINEAU RAILWAY, a Quebec corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor thirty (30) 60-foot Plate F boxcars with double 8-foot plug doors, smooth floors and 15-inch EOCC marked and numbered as per the attached Railcar Equipment List.
2. The Lease Agreement and Rider No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider 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.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

QUEBEC GATINEAU RAILWAY

BY: Norris M. Webb

BY: Mark A. Hastings

NAME: NORRIS M. WEBB

NAME: Mark A. Hastings

TITLE: Executive Vice President

TITLE: Treasurer

DATE: 2/21/01

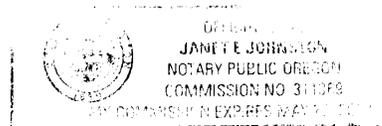
DATE: 1/04/01

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of February, ²⁰⁰¹ 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 Connecticut)
) ss.
COUNTY OF Fairfield)

On this 19th day of January, ²⁰⁰¹ 2000, before me personally appeared Mark W. Hastings, to me personally known, who being by me duly sworn, says that he is the Treasurer of QUEBEC GATINEAU RAILWAY 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: _____
ANIA M. REEVES
NOTARY PUBLIC
COMMISSION EXPIRES MAR. 31, 2003

RAILCAR EQUIPMENT LIST

CAR MARK	CAR NUMBER
CRLE	19076
CRLE	19077
CRLE	19079
CRLE	19080
CRLE	19081
CRLE	19083
CRLE	19084
CRLE	19085
CRLE	19086
CRLE	19088
CRLE	19091
CRLE	19093
CRLE	19094
CRLE	19097
CRLE	19098
CRLE	19101
CRLE	19104
CRLE	19106
CRLE	19110
CRLE	19111
CRLE	19113
CRLE	19116
CRLE	19118
CRLE	19121
CRLE	19126
CRLE	19127
CRLE	19130
CRLE	19131
CRLE	19132
CRLE	19134