



The Greenbrier Companies, Inc.

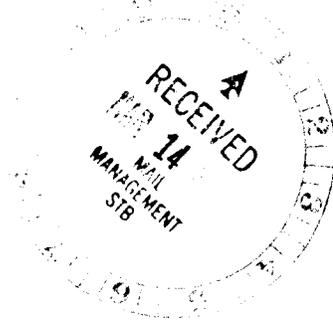
RECORDED 20020-E

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

MAR 10 3:10 PM

SURFACE TRANSPORTATION BOARD

March 9, 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 three (3) originals and two (2) photocopies of Schedule No. 5 dated January 1, 2001, to the Lease Agreement dated as of March 11, 1996, 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 March 11, 1996, which was duly filed and recorded on April 16, 1996 and assigned Recordation Number 20020.

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: Massachusetts Central Railroad Corporation  
One Wilbraham Street  
Palmer, MA 01069-9650

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

Twenty (20) three-unit Stand-Alone Drawbar Double-Stack Cars With 53-Foot Wells marked and numbered MCER 5270 through MCER 5289, inclusive.

94

Mr. Vernon A. Williams  
March 9, 2001  
Page 2

Also enclosed is a payment of \$27 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 Schedule No. 5 dated as of January 1, 2001, to a Lease Agreement dated as of March 11, 1996 between Greenbrier Leasing Corporation, Lessor, and Massachusetts Central Railroad Corporation, Lessee, covering twenty (20) three-unit Stand-Alone Drawbar Double-Stack Cars With 53-Foot Wells marked and numbered MCER 5270 through MCER 5289, inclusive.

Sincerely,



Janet E. Johnston  
Assistant to the Executive Vice President

JEJ:bjz  
Enclosure

cc: Robert W. Alvord, Esq.

REGISTRATION N° 20020-E FILED

REC'D 3-11-01 3-9 0 PM

SECRETARY TRANSPORTS - ANCHORAGE

---

---

MEMORANDUM LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

MASSACHUSETTS CENTRAL RAILROAD CORPORATION ("LESSEE")

DATED AS OF MARCH 11, 1996

FOR SCHEDULE NO. 5 DATED AS OF JANUARY 1, 2001

---

---

Memorandum of Schedule No. 5 dated as of January 1, 2001 (the "Schedule") to a Lease Agreement dated as of March 11, 1996 (the "Lease Agreement") by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Massachusetts Central Railroad Corporation, a Massachusetts corporation ("Lessee). The terms of the Lease Agreement and the Schedule are incorporated by reference.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee and the Lessee has agreed to lease from Lessor twenty (20) three-unit stand-alone drawbar double-stack cars with 53-foot wells, marked and numbered MCER 5270 through MCER 5289, inclusive.
2. The Schedule to the Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the lease term, as described in the Schedule and the 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.

LESSOR: GREENBRIER LEASING CORPORATION

By: Normis M. Webb

Title: Executive Vice President

LESSEE: MASSACHUSETTS CENTRAL RAILROAD CORPORATION

By: [Signature]

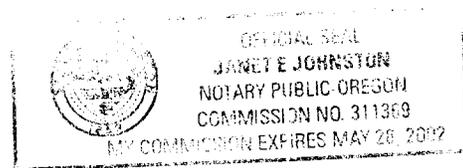
Title: VP/CR

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 13<sup>th</sup> day of February, 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 Massachusetts )  
 ) ss.  
COUNTY OF Hampden )

On this 7<sup>th</sup> day of FEB, 2001, before me personally appeared GARY A. HELLMER, to me personally known, who being by me duly sworn, says that s/he is the VP/CFO of Massachusetts Central Railroad Corporation 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.

Anna Case  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_ ANNA CASE  
Notary Public