

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

August 21, 2001



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

RECORDATION NO. 21316-W FILED

AUG 28 '01 10-25 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 Memorandum of Lease Agreement for Rider No. 10 dated as of July 15, 2001, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of November 19, 1997, which was duly filed and recorded on April 6, 1998 and assigned Recordation Number 21316.

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: Minnesota, Dakota & Western Railway Company  
PO Box 19  
101 Second Street  
International Falls, MN 58649

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

Four hundred fifty (450) 50-foot 6-inch, 100-ton, Plate F boxcars, 15-inch EOCC and 60,000 lb. nailable steel floors with single 12-foot plug doors, marked and numbered AOK 18000 through AOK 18349, inclusive;

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CRLE 14975 through CRLE 14999, inclusive; and CRLE 119800 through CRLE 119874, inclusive.

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 Lease Agreement for Rider No. 10 dated as of July 15, 2001 to Lease Agreement dated as of November 19, 1997 between Greenbrier Leasing Corporation, Lessor, and Minnesota, Dakota & Western Railway Company, Lessee, covering four hundred fifty (450) 50-foot 6-inch, 100-ton, Plate F boxcars, 15-inch EOCC and 60,000 lb. nailable steel floors with single 12-foot plug doors, marked and numbered AOK 18000 through AOK 18349, inclusive; CRLE 14975 through CRLE 14999, inclusive; and CRLE 119800 through CRLE 119874, inclusive.

Sincerely,



Janet E. Johnston  
Assistant to the Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 21310-W **PLSD**

AUG 28 '01 10-25 AM

**SURFACE TRANSPORTATION BOARD**

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MEMORANDUM OF MASTER LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY ("LESSEE")

NOVEMBER 19, 1997

RIDER NO. 10 DATED AS OF JULY 15, 2001

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Memorandum of Lease relating to Rider No. 10 dated July 15, 2001, to that certain Master Lease Agreement made and entered into as of November 19, 1997, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") Minnesota, Dakota & Western Railway Company, a Minnesota corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor four hundred fifty (450) 50-foot 6-inch, 100-ton, Plate F boxcars with 15-inch EOCC, 60,000 lb. nailable steel floors, and single 12-foot plug doors, marked and numbered AOK 18000 through AOK 18349, inclusive; CRLE 14975 through CRLE 14999, inclusive; and CRLE 119800 through CRLE 119874, inclusive.
2. Rider No. 10 shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Master Lease Agreement and Rider No. 10.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers effective the date and year first above written.

GREENBRIER LEASING CORPORATION

By: *Norris M. Webb*

Title: Executive Vice President

MINNESOTA, DAKOTA & WESTERN RAILWAY  
COMPANY

By: *Samuel Keumarm*

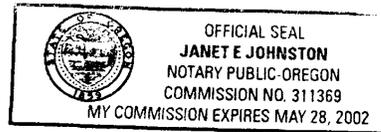
Title: Vice President and General Manager

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 17<sup>th</sup> day of August, 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 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 Minnesota )  
 ) ss.  
COUNTY OF Koochiching )

On this 10 day of August, 2001, before me personally appeared Garry A. Neumann, to me personally known, who being by me duly sworn, says that s/he is the Vice President/General Mgr of MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Kristen K. Wold  
NOTARY PUBLIC

My commission expires: 1-31-2005