

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)

RECORDATION NO. 21316-4 FILED

FEB 05 '02

12-19 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

February 5, 2002

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 an Amended Memorandum of Master Lease Agreement (Rider No. 10), dated as of October 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease Agreement (Rider No. 10) previously filed with the Board under Recordation Number 21316-W.

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

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

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

21316-4 12:19

Mr. Vernon A. Williams
February 5, 2002
Page Two

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

450 boxcars IBT 18400 – IBT 18849 previously identified as AOK 18000 – AOK 18349, CRLE 14975 – CRLE 14999 and CRLE 119800 – CRLE 119874.

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

Amended Memorandum of Master Lease Agreement (Rider No. 10)

Also enclosed is a check in the amount of \$28.00 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.

21316-Y

FILED

FEB 05 '02

10-10 AM

SURFACE TRANSPORTATION BOARD

AMENDED MEMORANDUM OF MASTER LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

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

NOVEMBER 19, 1997

AMENDMENT DATED OCTOBER 1, 2001 TO
RIDER NO. 10 DATED AS OF JULY 15, 2001

Amended Memorandum of Lease dated October 1, 2001, 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") and Minnesota, Dakota & Western Railway Company, a Minnesota corporation ("Lessee").

WHEREAS, Lessor and Lessee entered into the Memorandum of Lease for Rider No. 10 describing the lease of 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; and

WHEREAS, Lessor and Lessee wish to amend the Memorandum of Lease for Rider No. 10 to conform to an amendment to the underlying Rider No. 10, reflecting a change in the reporting marks and numbers for the Cars.

NOW THEREFORE, Lessor and Lessee hereby amend the Memorandum of Lease for Rider No. 10 as follows:

1. Paragraph 1 is deleted in its entirety and is replaced with a new Paragraph 1, as follows:

"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 bearing reporting marks and numbers IBT 18400 through IBT 18849, inclusive."

2. All other terms and conditions of the Memorandum of Lease not specifically amended hereby shall remain in full force and effect.

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

GREENBRIER LEASING CORPORATION

By: Norman M. Webb

Title: Executive Vice President

MINNESOTA, DAKOTA & WESTERN RAILWAY
COMPANY

By: Jim McManis

Title: Vice President/General Manager

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 10th day of January, 2007, 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.

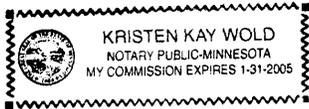
Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Minnesota)
) ss.
COUNTY OF Koochiching)

On this 7th day of January, 2007, before me personally appeared Garry 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