

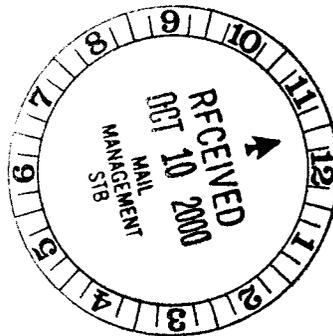
OCT 11 2000

1-03 PM

September 29, 2000

**SURFACE TRANSPORTATION BOARD**

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 a Memorandum of Lease Agreement for Schedule No. 1 dated as of July 1, 2000, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: Greenbrier Leasing Corporation  
One Centerpoint Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Arkansas Midland Railroad  
Jones Mill Industrial Park  
Jones Mill, Arkansas 72105

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

Sixty-five (65) 60-foot, 100 ton, Plate F boxcars with double eight-foot plug doors, marked and numbered as indicated on the attached Railcar List.

Also enclosed is a payment of \$26 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.

Mr. Vernon A. Williams  
September 29, 2000  
Page 2

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of July 1, 2000 covering sixty-five (65) 60-foot, 100 ton, Plate F boxcars with double eight-foot plug doors, marked and numbered as indicated on the attached Railcar List.

Sincerely,



Janet E. Johnston  
Assistant to the  
Executive Vice President

JEJ:bjz  
Enclosure

cc: Robert W. Alvord, Esq.

# RAILCAR LIST

CAR MARK	CAR NUMBER	CAR MARK	CAR NUMBER
CRLE	19075	CRLE	19013
CRLE	19078	CRLE	19014
CRLE	19082	CRLE	19015
CRLE	19087	CRLE	19016
CRLE	19089	CRLE	19017
CRLE	19090	CRLE	19018
CRLE	19092	CRLE	19019
CRLE	19095	CRLE	19020
CRLE	19096	CRLE	19021
CRLE	19099	CRLE	19022
CRLE	19100	CRLE	19023
CRLE	19102	CRLE	19024
CRLE	19103	CRLE	19025
CRLE	19105	CRLE	19026
CRLE	19107	CRLE	19027
CRLE	19108	CRLE	19029
CRLE	19109	CRLE	19030
CRLE	19112	CRLE	19031
CRLE	19114	CRLE	19032
CRLE	19115	CRLE	19033
CRLE	19117	CRLE	19034
CRLE	19119	CRLE	19035
CRLE	19120	CRLE	19036
CRLE	19122	CRLE	19037
CRLE	19123	CRLE	19038
CRLE	19124	CRLE	19039
CRLE	19125	CRLE	19042
CRLE	19128	CRLE	19060
CRLE	19129	CRLE	19061
CRLE	19133	CRLE	19066
CRLE	19010	CRLE	19068
CRLE	19011	CRLE	19069
CRLE	19012		

Total Cars: 65

RECORDATION NO. 23160 FILED

OCT 11 '00

1-03 PM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

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

***JULY 1, 2000***

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Memorandum of a Lease Agreement and Schedule No. 1 made and entered into 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 sixty-five (65) 60-foot, 100 ton, Plate F boxcars with double eight-foot plug doors, marked and numbered as indicated on the attached Railcar List.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1.

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

ARKANSAS MIDLAND RAILROAD  
COMPANY, INC.

By: Norris M. Webb

By: J.P. LeJaffe

Name: NORRIS M. WEBB

Name: J.P. LEJAFFE

Title: EXECUTIVE VICE PRESIDENT

Title: PRESIDENT

Date: 9/20/00

Date: 9/15/00

RAILCAR LIST

CAR MARK	CAR NUMBER	CAR MARK	CAR NUMBER
CRLE	19075	CRLE	19013
CRLE	19078	CRLE	19014
CRLE	19082	CRLE	19015
CRLE	19087	CRLE	19016
CRLE	19089	CRLE	19017
CRLE	19090	CRLE	19018
CRLE	19092	CRLE	19019
CRLE	19095	CRLE	19020
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CRLE	19123	CRLE	19038
CRLE	19124	CRLE	19039
CRLE	19125	CRLE	19042
CRLE	19128	CRLE	19060
CRLE	19129	CRLE	19061
CRLE	19133	CRLE	19066
CRLE	19010	CRLE	19068
CRLE	19011	CRLE	19069
CRLE	19012		

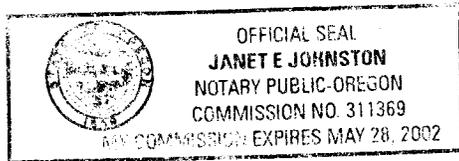
Total Cars: 65

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 26<sup>th</sup> day of September, 2000, before me personally appeared Dwight M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President 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 Hamden )

On this 15<sup>th</sup> day of September, 2000, before me personally appeared John P. Levine, to me personally known, who being by me duly sworn, says that he is the President 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.

John P. Levine  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

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