

RECORDATION NO. 23263 FILED

DEC 20 '00 3-29 PM
75

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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)

December 20, 2000

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 two (2) copies of a Memorandum of Railcar Lease Agreement dated as of December 20, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Bombardier Capital Rail Inc.
6900 Wedgewood Road
Maple Grove, MN 55311

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

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

523 boxcars within the series CRLE 18200 - CRLE 19699 and AOK 110000 -
AOK 110099

Mr. Vernon A. Williams
December 20, 2000
Page Two

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

Memorandum of Railcar Lease Agreement between, Bombardier
Capital Rail Inc., Lessor, and Greenbrier Leasing Corporation,
Lessee, covering 523 boxcars within the series CRLE 18200 -
CRLE 19699 and AOK 110000 - AOK 110099.

Also enclosed is a check in the amount of \$26.00 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

MEMORANDUM OF RAILCAR LEASE AGREEMENT DEC 20 '00 3-29 PM
75
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 20, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Greenbrier Leasing Corporation**, a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease to Lessor, various railcars pursuant to Schedules 001, 002 and 003 to Agreement No. 0351925 dated December 20, 2000 between the parties and schedules and lease hereinafter collectively referred to as the "Lease".
2. Pursuant to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the Five Hundred Twenty-three (523) 60' railcars with reporting marks and numbers as set forth on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

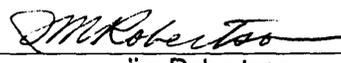
STB
COPY

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

By: 
Bradley C. Gustaf
Vice President & General Counsel

Its: _____

By: 
Jim Robertson
Vice President & General Manager

Its: _____

LESSEE: Greenbrier Leasing Corporation

By: _____

Its: _____

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 20, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Greenbrier Leasing Corporation**, a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to Schedules 001, 002 and 003 to the that certain Railcar Lease Agreement No. 0351925 dated December 20, 2000 between Lessor and Lessee (such schedules and lease hereinafter collectively referred to as the "Lease").
2. Pursuant to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the Five Hundred Twenty-three (523)) 60' Plate F Boxcars bearing the reporting marks and numbers as set forth on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

LESSEE: Greenbrier Leasing Corporation

By: _____

By: Norman M. Webb

Its: _____

Its: EXECUTIVE VICE PRESIDENT

By: _____

Its: _____

STATE OF OREGON, COUNTY OF CLACKAMAS TO WIT:

On this _____ day of December, 2000, before me personally appeared, to me personally known, who being by me duly sworn, says that he is the _____ of **Greenbrier Leasing Corporation**, a Delaware Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

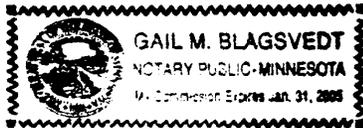
Notary Public _____

My commission expires: _____

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 19 day of December, 2000, before me personally appeared Jim Robertson and Bradley A. Gustaf, to me personally known, who being by me duly sworn, says that they are the VP General Mgr. and VP General Counsel, respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



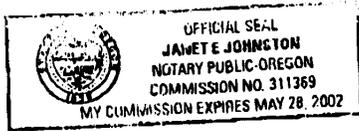
Notary Public Gail M. Blagsvedt

My commission expires: 1-31-05

STATE OF OREGON, COUNTY OF CLACKAMAS TO WIT:

On this 19th day of December, 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**, a Delaware Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Notary Public Janet E. Johnston
My commission expires: 5/28/2002

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this ___ day of December, 2000, before me personally appeared, _____ and _____, to me personally known, who being by me duly sworn, says that they are the _____ and _____, respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Notary Public _____
My commission expires: _____

**Exhibit A to
Memorandum of Railcar Lease Agreement
Equipment Mark and Numbers**

1.	CRLE	18200
2.	CRLE	18201
3.	CRLE	18202
4.	CRLE	18203
5.	CRLE	18204
6.	CRLE	18205
7.	CRLE	18206
8.	CRLE	18207
9.	CRLE	18208
10.	CRLE	18209
11.	CRLE	18210
12.	CRLE	18211
13.	CRLE	18212
14.	CRLE	18213
15.	CRLE	18214
16.	CRLE	18215
17.	CRLE	18216
18.	CRLE	18217
19.	CRLE	18218
20.	CRLE	18219
21.	CRLE	18220
22.	CRLE	18221
23.	CRLE	18222
24.	CRLE	18223
25.	CRLE	18224
26.	CRLE	18225
27.	CRLE	18226
28.	CRLE	18227
29.	CRLE	18228
30.	CRLE	18229
31.	CRLE	18230
32.	CRLE	18231
33.	CRLE	18232
34.	CRLE	18233
35.	CRLE	18234
36.	CRLE	18235
37.	CRLE	18236
38.	CRLE	18237
39.	CRLE	18238
40.	CRLE	18239
41.	CRLE	18240
42.	CRLE	18241
43.	CRLE	18242
44.	CRLE	18243
45.	CRLE	18244

46.	CRLE	18245
47.	CRLE	18246
48.	CRLE	18247
49.	CRLE	18248
50.	CRLE	18249
51.	CRLE	18250
52.	CRLE	18251
53.	CRLE	18252
54.	CRLE	18253
55.	CRLE	18254
56.	CRLE	18255
57.	CRLE	18256
58.	CRLE	18257
59.	CRLE	18258
60.	CRLE	18259
61.	CRLE	18260
62.	CRLE	18261
63.	CRLE	18262
64.	CRLE	18263
65.	CRLE	18264
66.	CRLE	18265
67.	CRLE	18266
68.	CRLE	18267
69.	CRLE	18268
70.	CRLE	18269
71.	CRLE	18270
72.	CRLE	18271
73.	CRLE	18272
74.	CRLE	18273
75.	CRLE	18274
76.	CRLE	18275
77.	CRLE	18276
78.	CRLE	18277
79.	CRLE	18278
80.	CRLE	18279
81.	CRLE	18280
82.	CRLE	18281
83.	CRLE	18282
84.	CRLE	18283
85.	CRLE	18284
86.	CRLE	18285
87.	CRLE	18286
88.	CRLE	18287
89.	CRLE	18288
90.	CRLE	18289

91.	CRLE	18290
92.	CRLE	18291
93.	CRLE	18292
94.	CRLE	18293
95.	CRLE	18294
96.	CRLE	18295
97.	CRLE	18296
98.	CRLE	18297
99.	CRLE	18298
100.	CRLE	18299
101.	CRLE	19010
102.	CRLE	19011
103.	CRLE	19012
104.	CRLE	19013
105.	CRLE	19014
106.	CRLE	19015
107.	CRLE	19016
108.	CRLE	19017
109.	CRLE	19018
110.	CRLE	19019
111.	CRLE	19020
112.	CRLE	19021
113.	CRLE	19022
114.	CRLE	19023
115.	CRLE	19024
116.	CRLE	19025
117.	CRLE	19026
118.	CRLE	19027
119.	CRLE	19028
120.	CRLE	19029
121.	CRLE	19030
122.	CRLE	19031
123.	CRLE	19032
124.	CRLE	19033
125.	CRLE	19034
126.	CRLE	19035
127.	CRLE	19036
128.	CRLE	19037
129.	CRLE	19038
130.	CRLE	19039
131.	CRLE	19040
132.	CRLE	19041
133.	CRLE	19042
134.	CRLE	19043
135.	CRLE	19044

136.	CRLE	19045
137.	CRLE	19046
138.	CRLE	19047
139.	CRLE	19048
140.	CRLE	19049
141.	CRLE	19050
142.	CRLE	19051
143.	CRLE	19052
144.	CRLE	19053
145.	CRLE	19054
146.	CRLE	19055
147.	CRLE	19056
148.	CRLE	19057
149.	CRLE	19058
150.	CRLE	19059
151.	CRLE	19060
152.	CRLE	19061
153.	CRLE	19062
154.	CRLE	19063
155.	CRLE	19064
156.	CRLE	19065
157.	CRLE	19066
158.	CRLE	19067
159.	CRLE	19068
160.	CRLE	19069
161.	CRLE	19070
162.	CRLE	19071
163.	CRLE	19072
164.	CRLE	19073
165.	CRLE	19074
166.	CRLE	19075
167.	CRLE	19076
168.	CRLE	19077
169.	CRLE	19078
170.	CRLE	19079
171.	CRLE	19080
172.	CRLE	19081
173.	CRLE	19082
174.	CRLE	19083
175.	CRLE	19084
176.	CRLE	19085
177.	CRLE	19086
178.	CRLE	19087
179.	CRLE	19088
180.	CRLE	19089
181.	CRLE	19090
182.	CRLE	19091
183.	CRLE	19092
184.	CRLE	19093
185.	CRLE	19094
186.	CRLE	19095

187.	CRLE	19096
188.	CRLE	19097
189.	CRLE	19098
190.	CRLE	19099
191.	CRLE	19100
192.	CRLE	19101
193.	CRLE	19102
194.	CRLE	19103
195.	CRLE	19104
196.	CRLE	19105
197.	CRLE	19106
198.	CRLE	19107
199.	CRLE	19108
200.	CRLE	19109
201.	CRLE	19110
202.	CRLE	19111
203.	CRLE	19112
204.	CRLE	19113
205.	CRLE	19114
206.	CRLE	19115
207.	CRLE	19116
208.	CRLE	19117
209.	CRLE	19118
210.	CRLE	19119
211.	CRLE	19120
212.	CRLE	19121
213.	CRLE	19122
214.	CRLE	19123
215.	CRLE	19124
216.	CRLE	19125
217.	CRLE	19126
218.	CRLE	19127
219.	CRLE	19128
220.	CRLE	19129
221.	CRLE	19130
222.	CRLE	19131
223.	CRLE	19132
224.	CRLE	19133
225.	CRLE	19134
226.	CRLE	19600
227.	CRLE	19601
228.	CRLE	19602
229.	CRLE	19603
230.	CRLE	19604
231.	CRLE	19605
232.	CRLE	19606
233.	CRLE	19607
234.	CRLE	19608
235.	CRLE	19609
236.	CRLE	19610
237.	CRLE	19611

238.	CRLE	19612
239.	CRLE	19613
240.	CRLE	19614
241.	CRLE	19615
242.	CRLE	19616
243.	CRLE	19617
244.	CRLE	19618
245.	CRLE	19619
246.	CRLE	19620
247.	CRLE	19621
248.	CRLE	19622
249.	CRLE	19623
250.	CRLE	19624
251.	CRLE	19625
252.	CRLE	19626
253.	CRLE	19627
254.	CRLE	19628
255.	CRLE	19629
256.	CRLE	19630
257.	CRLE	19631
258.	CRLE	19632
259.	CRLE	19633
260.	CRLE	19634
261.	CRLE	19635
262.	CRLE	19636
263.	CRLE	19637
264.	CRLE	19638
265.	CRLE	19639
266.	CRLE	19640
267.	CRLE	19641
268.	CRLE	19642
269.	CRLE	19643
270.	CRLE	19644
271.	CRLE	19645
272.	CRLE	19646
273.	CRLE	19647
274.	CRLE	19648
275.	CRLE	19649
276.	CRLE	19650
277.	CRLE	19651
278.	CRLE	19652
279.	CRLE	19653
280.	CRLE	19654
281.	CRLE	19655
282.	CRLE	19656
283.	CRLE	19657
284.	CRLE	19658
285.	CRLE	19659
286.	CRLE	19660
287.	CRLE	19661
288.	CRLE	19662

289.	CRLE	19663
290.	CRLE	19664
291.	CRLE	19665
292.	CRLE	19666
293.	CRLE	19667
294.	CRLE	19668
295.	CRLE	19669
296.	CRLE	19670
297.	CRLE	19671
298.	CRLE	19672
299.	CRLE	19673
300.	CRLE	19674
301.	CRLE	19675
302.	CRLE	19676
303.	CRLE	19677
304.	CRLE	19678
305.	CRLE	19679
306.	CRLE	19680
307.	CRLE	19681
308.	CRLE	19682
309.	CRLE	19683
310.	CRLE	19684
311.	CRLE	19685
312.	CRLE	19686
313.	CRLE	19687
314.	CRLE	19688
315.	CRLE	19689
316.	CRLE	19690
317.	CRLE	19691
318.	CRLE	19692
319.	CRLE	19693
320.	CRLE	19694
321.	CRLE	19695
322.	CRLE	19696
323.	CRLE	19697
324.	CRLE	19698
325.	CRLE	19699
326.	CRLE	19302
327.	CRLE	19303
328.	CRLE	19307
329.	CRLE	19308
330.	CRLE	19311
331.	CRLE	19312
332.	CRLE	19317
333.	CRLE	19326
334.	CRLE	19327
335.	CRLE	19330
336.	CRLE	19332
337.	CRLE	19335
338.	CRLE	19336
339.	CRLE	19340
340.	CRLE	19352

341.	CRLE	19353
342.	CRLE	19357
343.	CRLE	19358
344.	CRLE	19363
345.	CRLE	19366
346.	CRLE	19367
347.	CRLE	19368
348.	CRLE	19369
349.	CRLE	19370
350.	CRLE	19371
351.	CRLE	19373
352.	CRLE	19374
353.	CRLE	19375
354.	CRLE	19383
355.	CRLE	19384
356.	CRLE	19385
357.	CRLE	19386
358.	CRLE	19388
359.	CRLE	19390
360.	CRLE	19391
361.	CRLE	19393
362.	CRLE	19394
363.	CRLE	19395
364.	CRLE	19397
365.	CRLE	19400
366.	CRLE	19401
367.	CRLE	19403
368.	CRLE	19404
369.	CRLE	19405
370.	CRLE	19406
371.	CRLE	19408
372.	CRLE	19409
373.	CRLE	19411
374.	CRLE	19412
375.	CRLE	19413
376.	CRLE	19414
377.	CRLE	19415
378.	CRLE	19416
379.	CRLE	19417
380.	CRLE	19418
381.	CRLE	19419
382.	CRLE	19420
383.	CRLE	19421
384.	CRLE	19422
385.	CRLE	19423
386.	CRLE	19424
387.	CRLE	19425
388.	CRLE	19426
389.	CRLE	19428
390.	CRLE	19433
391.	CRLE	19434
392.	CRLE	19435
393.	CRLE	19436
394.	CRLE	19437

395.	CRLE	19439
396.	CRLE	19440
397.	CRLE	19442
398.	CRLE	19444
399.	CRLE	19445
400.	CRLE	19446
401.	CRLE	19447
402.	CRLE	19451
403.	CRLE	19456
404.	CRLE	19457
405.	CRLE	19458
406.	CRLE	19464
407.	CRLE	19467
408.	CRLE	19473
409.	CRLE	19475
410.	CRLE	19476
411.	CRLE	19477
412.	CRLE	19479
413.	CRLE	19485
414.	CRLE	19489
415.	CRLE	19490
416.	CRLE	19492
417.	CRLE	19493
418.	CRLE	19494
419.	CRLE	19495
420.	CRLE	19496
421.	CRLE	19497
422.	CRLE	19498
423.	CRLE	19499
424.	AOK	110000
425.	AOK	110001
426.	AOK	110002
427.	AOK	110003
428.	AOK	110004
429.	AOK	110005
430.	AOK	110006
431.	AOK	110007
432.	AOK	110008
433.	AOK	110009
434.	AOK	110010
435.	AOK	110011
436.	AOK	110012
437.	AOK	110013
438.	AOK	110014
439.	AOK	110015
440.	AOK	110016
441.	AOK	110017
442.	AOK	110018
443.	AOK	110019
444.	AOK	110020
445.	AOK	110021
446.	AOK	110022
447.	AOK	110023
448.	AOK	110024

449.	AOK	110025
450.	AOK	110026
451.	AOK	110027
452.	AOK	110028
453.	AOK	110029
454.	AOK	110030
455.	AOK	110031
456.	AOK	110032
457.	AOK	110033
458.	AOK	110034
459.	AOK	110035
460.	AOK	110036
461.	AOK	110037
462.	AOK	110038
463.	AOK	110039
464.	AOK	110040
465.	AOK	110041
466.	AOK	110042
467.	AOK	110043
468.	AOK	110044
469.	AOK	110045
470.	AOK	110046
471.	AOK	110047
472.	AOK	110048
473.	AOK	110049
474.	AOK	110050

475.	AOK	110051
476.	AOK	110052
477.	AOK	110053
478.	AOK	110054
479.	AOK	110055
480.	AOK	110056
481.	AOK	110057
482.	AOK	110058
483.	AOK	110059
484.	AOK	110060
485.	AOK	110061
486.	AOK	110062
487.	AOK	110063
488.	AOK	110064
489.	AOK	110065
490.	AOK	110066
491.	AOK	110067
492.	AOK	110068
493.	AOK	110069
494.	AOK	110070
495.	AOK	110071
496.	AOK	110072
497.	AOK	110073
498.	AOK	110074
499.	AOK	110075
500.	AOK	110076

501.	AOK	110077
502.	AOK	110078
503.	AOK	110079
504.	AOK	110080
505.	AOK	110081
506.	AOK	110082
507.	AOK	110083
508.	AOK	110084
509.	AOK	110085
510.	AOK	110086
511.	AOK	110087
512.	AOK	110088
513.	AOK	110089
514.	AOK	110090
515.	AOK	110091
516.	AOK	110092
517.	AOK	110093
518.	AOK	110094
519.	AOK	110095
520.	AOK	110096
521.	AOK	110097
522.	AOK	110098
523.	AOK	110099

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Memorandum of Railcar Lease Agreement with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/20/00



Robert W. Alvord