

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

RECORD# 23982 FILED

May 6, 2002

MAY 28 '02 11:30 AM

**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 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of March 27, 2002, 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 Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Alaska Railroad Corporation  
327 Ship Creek Avenue  
Anchorage, Alaska 99501

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

Eighty-five (85) 100-ton 3,600 cubic foot open top hopper railcars with Miner Enterprise type D doors bearing marks and numbers as follows:

GBRX 60010 through GBRX 60094, inclusive

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

May 6, 2002

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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Lease Agreement for Schedule No. 1 dated as of March 27, 2002, between Greenbrier Leasing Corporation, Lessor, and Alaska Railroad Corporation, Lessee.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston

Assistant to the Executive Vice President

JEJ

Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 23982 FILED

MAY 28 '02 10:30 AM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***  
***BETWEEN***  
***GREENBRIER LEASING CORPORATION ("LESSOR")***  
***AND***  
***ALASKA RAILROAD CORPORATION ("LESSEE")***  
***MARCH 27, 2002***  
***SCHEDULE NO. 1***  
***MARCH 27, 2002***

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This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of March 27, 2002, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Alaska Railroad Corporation, a public corporation of the State of Alaska ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor eighty-five (85) 100-ton 3600 cf open top hopper cars with Miner Enterprise type D doors bearing marks and numbers as follows:

GBRX 60010 through GBRX 60094, inclusive

2. The Lease Agreement Schedule No. 1 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.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: NORRIS M. WEBB

TITLE: Executive Vice President

DATE: 4/30/02

LESSEE:

ALASKA RAILROAD CORPORATION

BY: Patrick K. Gamble

NAME: PK Gamble

TITLE: President & CEO

DATE: April 24, 2002

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 30<sup>th</sup> day of April, 2002, 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 Alaska )  
North Slope Borough ) ss.  
COUNTY OF North Slope )

On this 20<sup>th</sup> day of April, 2002, before me personally appeared Patrick K. Gable to me personally known, who being by me duly sworn, says that s/he is the President & CEO of Alaska Railroad Corporation, 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.

Janet A. Gable  
NOTARY PUBLIC

My commission expires: 1/27/04