

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

RECORDATION NO. 17244-G FILED

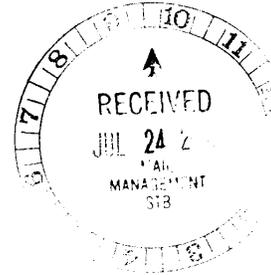
July 22, 2003

JUL 24 '03

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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 two (2) originals and three (3) photocopies of Rider No. 8 dated , to the Lease Agreement dated as of September 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of October 1, 1990, which was duly filed and recorded on March 4, 1991, and assigned Recordation Number 17244.

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: The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, Missouri 64105

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

Two hundred fifty (250) 50-foot, 70-ton, and/or 52-foot 70- or 100-ton Plate C boxcars with 10-foot plug doors, marked and numbered as indicated in the attached Railcar List.

Mr. Vernon A. Williams
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Also enclosed is a payment of \$30 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 Board's Index is:

Memorandum of Rider No. 8 dated as of January 1, 2002, to a Loading Agreement dated as of October 1, 1990, between Greenbrier Leasing Corporation, Lessor, and The Kansas City Southern Railway Company, Lessee.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

JEJ
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 17244-6 FILED

JUL 24 '03

2-52 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")

DATED AS OF OCTOBER 1, 1990

RIDER NO. 8 DATED JANUARY 1, 2002

Memorandum of Rider No. 8 dated as of January 1, 2002 (the "Rider"), to a Loading Agreement dated as of October 1, 1990 (the "Agreement"), by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee"). The terms of the Agreement and the Rider are incorporated herein by reference.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two-hundred fifty (250) 50-foot, 70-ton, and/or 52-foot 70- or 100-ton Plate C boxcars with 10-foot plug doors, marked and numbered as indicated in the attached Railcar List.
2. The Rider shall be effective as of the date first set forth herein above and shall be subject to the term, as described in the Rider and the Agreement.

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:

LESSEE:

GREENBRIER LEASING CORPORATION

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

By: *Norris M. Webb*

By: *Paul J. Weyandt*

Name: NORRIS M. WEBB

Name: Paul J. Weyandt

Title: Executive Vice President

Title: Vice President + Treasurer

Date: 7/18/03

Date: 7-16-03

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 18th day of July, 2003, 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 and 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: 5/28/2006



STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 16th day of July, 2003, before me personally appeared Paul J. Weyandt, to me personally known, who being by me duly sworn, says that s/he is the V.P. + Treas. of Kansas City Southern Railway Company and 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.

Barbara L. Blewins
NOTARY PUBLIC

My commission expires: 10-04-03

RAILCAR LIST

| CAR NUMBER |
|------------|------------|------------|------------|------------|
| AOK 137073 | AOK 375663 | AOK 731479 | AOK 731570 | AOK 731668 |
| AOK 137083 | AOK 375667 | AOK 731480 | AOK 731575 | AOK 731670 |
| AOK 138755 | AOK 375674 | AOK 731481 | AOK 731577 | AOK 731671 |
| AOK 138780 | AOK 375685 | AOK 731482 | AOK 731578 | AOK 731674 |
| AOK 138796 | AOK 375691 | AOK 731483 | AOK 731579 | AOK 731676 |
| AOK 138809 | AOK 375694 | AOK 731484 | AOK 731580 | AOK 731679 |
| AOK 138888 | AOK 375698 | AOK 731485 | AOK 731581 | AOK 731680 |
| AOK 138996 | AOK 375701 | AOK 731487 | AOK 731583 | AOK 731682 |
| AOK 319007 | AOK 375703 | AOK 731489 | AOK 731584 | AOK 731683 |
| AOK 319008 | AOK 375707 | AOK 731490 | AOK 731586 | AOK 731686 |
| AOK 319055 | AOK 375710 | AOK 731497 | AOK 731587 | AOK 731689 |
| AOK 319070 | AOK 375711 | AOK 731500 | AOK 731590 | AOK 731690 |
| AOK 319146 | AOK 375713 | AOK 731502 | AOK 731593 | AOK 731693 |
| AOK 319435 | AOK 375714 | AOK 731504 | AOK 731594 | AOK 731694 |
| AOK 319731 | AOK 375717 | AOK 731505 | AOK 731598 | AOK 731695 |
| AOK 319740 | AOK 375718 | AOK 731506 | AOK 731600 | AOK 731702 |
| AOK 319758 | AOK 375720 | AOK 731508 | AOK 731604 | AOK 731705 |
| AOK 319762 | AOK 375724 | AOK 731510 | AOK 731605 | AOK 731706 |
| AOK 319794 | AOK 375728 | AOK 731512 | AOK 731606 | AOK 731709 |
| AOK 319845 | AOK 375735 | AOK 731513 | AOK 731608 | AOK 731711 |
| AOK 319850 | AOK 375739 | AOK 731515 | AOK 731610 | AOK 731712 |
| AOK 319871 | AOK 375743 | AOK 731516 | AOK 731613 | AOK 731713 |
| AOK 319946 | AOK 375744 | AOK 731518 | AOK 731615 | AOK 731715 |
| AOK 320005 | AOK 375745 | AOK 731519 | AOK 731618 | AOK 731716 |
| AOK 320201 | AOK 375749 | AOK 731521 | AOK 731619 | AOK 731717 |
| AOK 320205 | AOK 375750 | AOK 731522 | AOK 731621 | AOK 731718 |
| AOK 321332 | AOK 375754 | AOK 731523 | AOK 731622 | AOK 731721 |
| AOK 322212 | AOK 375757 | AOK 731524 | AOK 731624 | AOK 731723 |
| AOK 322213 | AOK 375761 | AOK 731527 | AOK 731626 | AOK 731724 |
| AOK 322215 | AOK 375762 | AOK 731528 | AOK 731628 | AOK 731725 |
| AOK 322232 | AOK 375770 | AOK 731529 | AOK 731634 | AOK 731727 |
| AOK 322267 | AOK 375772 | AOK 731531 | AOK 731637 | AOK 731728 |
| AOK 322277 | AOK 375783 | AOK 731532 | AOK 731638 | AOK 731729 |
| AOK 322309 | AOK 375784 | AOK 731535 | AOK 731639 | AOK 731732 |
| AOK 322318 | AOK 375788 | AOK 731536 | AOK 731641 | AOK 731737 |
| AOK 322319 | AOK 375792 | AOK 731539 | AOK 731642 | AOK 731739 |
| AOK 322337 | AOK 375794 | AOK 731541 | AOK 731643 | AOK 731740 |
| AOK 322338 | AOK 375797 | AOK 731542 | AOK 731645 | AOK 731742 |
| AOK 322353 | AOK 731453 | AOK 731545 | AOK 731646 | AOK 731744 |
| AOK 322369 | AOK 731454 | AOK 731546 | AOK 731647 | AOK 731746 |
| AOK 375626 | AOK 731455 | AOK 731548 | AOK 731648 | AOK 731747 |
| AOK 375638 | AOK 731457 | AOK 731552 | AOK 731649 | AOK 731748 |
| AOK 375639 | AOK 731459 | AOK 731553 | AOK 731651 | |
| AOK 375641 | AOK 731460 | AOK 731555 | AOK 731652 | |
| AOK 375644 | AOK 731461 | AOK 731556 | AOK 731653 | |
| AOK 375646 | AOK 731462 | AOK 731558 | AOK 731654 | |
| AOK 375647 | AOK 731463 | AOK 731559 | AOK 731657 | |
| AOK 375648 | AOK 731466 | AOK 731560 | AOK 731658 | |
| AOK 375653 | AOK 731467 | AOK 731562 | AOK 731660 | |
| AOK 375654 | AOK 731473 | AOK 731564 | AOK 731662 | |
| AOK 375660 | AOK 731475 | AOK 731566 | AOK 731663 | |
| AOK 375661 | AOK 731476 | AOK 731569 | AOK 731666 | |