

**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. 24706 FILED

November 21, 2003

NOV 24 2003 12:21 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

SURFACE TRANSPORTATION BOARD

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 Rider No. 1 dated as of October 1, 2003, 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: Wisconsin Central Ltd.
c/o Canadian National Railway
935 de la Gauchetiere St West
Montreal, Quebec H3B 2M9
Canada

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

Forty (40) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck center partition railcars with fabricated top chords, marked and numbered WC 37610 through WC 37649, 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

November 21, 2003

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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 Rider No. 1 dated as of October 1, 2003 between Greenbrier Leasing Corporation, Lessor, and Wisconsin Central Ltd., Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

WISCONSIN CENTRAL LTD. ("LESSEE")

OCTOBER 1, 2003

RIDER NO. 1

OCTOBER 1, 2003

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of November, 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 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



PROVINCE OF QUEBEC)
) ss.
DISTRICT OF MONTREAL)

On this 20th day of November, 2003, before me personally appeared John Lamont, to me personally known, who being by me duly sworn, says that s/he is the Senior Manager Asset Finance of Wisconsin Central Ltd., 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.

John Lamont
Attorney

Bar Number: 188726-2