

**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. 24779-C ED

January 7, 2004

JAN 14 '04

4-06 PM

SURFACE TRANSPORTATION BOARD

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



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. 4 dated as of June 1, 2003, 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 July 30, 2002, which is being filed with the STB at the same time as this Schedule No. 4. Therefore, I do not have a recordation number to which I can refer.

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: Iowa, Chicago & Eastern Railroad Corporation  
140 North Phillips Avenue  
Sioux Falls, SD 57104

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

One hundred forty-nine (149) 5,150 cubic foot covered hopper railcars equipped with vibrator brackets. The Cars are marked and numbered as indicated on the attached Railcar Equipment List.

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

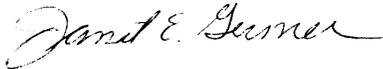
Mr. Vernon A. Williams  
January 7, 2004  
Page 2

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. 4 dated as of June 1, 2003, between Greenbrier Leasing Corporation, Lessor, and Iowa, Chicago & Eastern Railroad Corporation, Lessee.

Sincerely,



Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 24779c FILED

JAN 14 '04

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**RAILCAR EQUIPMENT LIST**

**SURFACE TRANSPORTATION BOARD**

Current marks and numbers: IMRL 51001 through IMRL 51150, inclusive, with exception of IMRL 51056.

Future marks and numbers: ICE 51001 through ICE 51150, inclusive, with the exception of ICE 51056.

RECORDATION NO. 24779-C FILED

JAN 14 '04

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SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

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

***AND***

***IOWA, CHICAGO & EASTERN RAILROAD CORPORATION ("LESSEE")***

***JULY 30, 2002***

***SCHEDULE NO. 4 DATED AS OF JUNE 1, 2003***

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This Memorandum of a Lease Agreement for Schedule No. 4 is made and entered into effective as of June 1, 2003. Schedule No. 4 was entered into pursuant to Lease Agreement dated effective July 30, 2002, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Iowa, Chicago & Eastern Railroad Corporation, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred forty-nine (149) 5,150 cubic foot covered hopper railcars equipped with vibrator brackets. The Cars are marked and numbered as indicated on the attached Railcar Equipment List.
2. The Lease Agreement and Schedule No. 4 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. 4.

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

IOWA, CHICAGO & EASTERN  
RAILROAD CORPORATION

BY: Norris M. Webb

BY: John B. Gabel

NAME: Norriss M. Webb

NAME: John Gabel

TITLE: Executive Vice President

TITLE: General Manager Railcar Fleet

DATE: 12/23/03

DATE: 12/23/03

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 23<sup>rd</sup> day of December, 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. Germer  
NOTARY PUBLIC

My commission expires: 5/28/2006

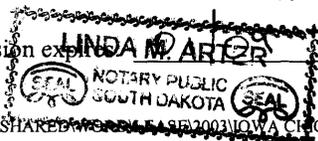


STATE OF South Dakota )  
 ) ss.  
COUNTY OF Minnehaha )

On this 22<sup>nd</sup> day of December, 2003, before me personally appeared John Gabel, to me personally known, who being by me duly sworn, says that he is the General Manager Railcar Fleet of Iowa, Chicago & Eastern Railroad Corporation that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Linda M. Arter  
NOTARY PUBLIC

My commission expires LINDA M. ARTER



## RAILCAR EQUIPMENT LIST

Current marks and numbers: IMRL 51001 through IMRL 51150, inclusive, with exception of IMRL 51056.

Future marks and numbers: ICE 51001 through ICE 51150, inclusive, with the exception of ICE 51056 .

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