

**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. 24709-D FILED

April 26, 2004

APR 28 '04

3-57 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 Schedule No. 3 dated March 1, 2004, to the Lease Agreement dated as of September 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 September 1, 2003, which was duly filed and recorded on December 1, 2003, and assigned Recordation Number 24709.

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: Soo Line Railroad Company  
401 Ninth Avenue, S.W.  
Calgary, Alberta T2P 4Z4  
Canada

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

Twenty-five (25) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck centerbeam flatcars with fabricated top chords bearing reporting marks and numbers SOO 600100 through SOO 600124, inclusive.

Mr. Vernon A. Williams  
April 26, 2004  
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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.

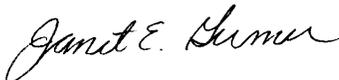
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Lease Agreement for Schedule No. 3 dated as of September 1, 2003 between Greenbrier Leasing Corporation, Lessor, and Soo Line Railroad Company, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosures

cc: Robert W. Alvord, Esq.

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***MEMORANDUM OF LEASE AGREEMENT***  
***BETWEEN***  
***GREENBRIER LEASING CORPORATION ("LESSOR")***  
***AND***  
***SOO LINE RAILROAD COMPANY ("LESSEE")***  
***LEASE AGREEMENT DATED SEPTEMBER 1, 2003***  
***SCHEDULE NO. 3 DATED MARCH 1, 2004***

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STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 23<sup>rd</sup> day of April, 2004, 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. Gerner  
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE/ PROVINCE OF ALBERTA )  
CITY Calgary ) ss.  
COUNTY OF Calgary )

On this 22 day of April, 2004, before me personally appeared John Walsh, to me personally known, who being by me duly sworn, says that s/he is the Authorized Signatory of Soo Line Railroad Company 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.

D. F. Barnhardt  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

**DON BARNHARDT**  
Barrister and Solicitor  
Suite 2000, 491 9th Avenue S.W.  
Calgary, AB T2P 4Z4  
Telephone: 319-6183