

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO. 18476-A FILED

AUG 23 '04

**SURFACE TRANSPORTATION BOARD**

The Greenbrier Companies, Inc.

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

**4-15 PM**

August 18, 2004

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 two (2) originals and two (2) photocopies of an Amendment Dated March 15, 2004 to Memorandum of Lease Agreement for Schedule No. 1 dated as of September 2, 1993, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Schedule No. 1 dated as of September 2, 1993, which was duly filed and recorded on November 15, 1993 and assigned Recordation Number 18476.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: Canadian Pacific Railway Company  
fka Canadian Pacific Limited  
Gulf Canada Square  
401 - 9th Avenue SW  
Calgary, AB T2P 4Z4

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

Seventy-two (72) 89-foot flatcars with 89-foot tri-level autoracks railcars bearing marks and numbers as follows:

CPAA 556500 through CPAA 556515  
CPAA 556517 through CPAA 556533  
CPAA 556535 through CPAA 556537  
CPAA 556539 through CPAA 556543  
CPAA 556545 through CPAA 556575

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:

Amendment Dated March 15, 2004 to Memorandum of Lease Agreement for Schedule No. 1 dated as of September 2, 1993 between Greenbrier Railcar, Inc. and Canadian Pacific Railway Company fka Canadian Pacific Limited.

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 18476-1A FILED

AUG 23 '04 4-15 PM

SURFACE TRANSPORTATION BOARD

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AMENDMENT DATED MARCH 15, 2004

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

CANADIAN PACIFIC RAILWAY COMPANY  
FKA CANADIAN PACIFIC LIMITED ("LESSEE")

SEPTEMBER 2, 1993

SCHEDULE NO. 1

SEPTEMBER 2, 1993

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Amendment dated as of March 15, 2004 to Memorandum of Lease made and entered into as of September 2, 1993, by and between Greenbrier Railcar, Inc., a Delaware corporation ("Lessor") and Canadian Pacific Railway Company fka Canadian Pacific Limited ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of seventy-five (75) 89-foot flatcars with 89-foot tri-level autoracks pursuant to Schedule No. 1 dated September 2, 1993, to a Lease Agreement of the same date; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments to Schedule No. 1, deleting four of the railcars and adding one additional railcar.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows, effective March 15, 2004:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy-two (72) 89-foot flatcars with 89-foot tri-level autoracks railcars bearing marks and numbers as follows:

CPAA 556500 through CPAA 556515  
CPAA 556517 through CPAA 556533  
CPAA 556535 through CPAA 556537  
CPAA 556539 through CPAA 556543  
CPAA 556545 through CPAA 556575

2. Schedule No. 3 shall be subject to the lease term set forth in Schedule No. 3, as amended.
3. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER RAILCAR, INC.

CANADIAN PACIFIC RAILWAY COMPANY  
FKA CANADIAN PACIFIC LIMITED

BY: Norris M. Webb

BY: Donald B. Campbell

NAME: Norris M. Webb

NAME: Donald B. Campbell

TITLE: Vice President

TITLE: VP Business Planning & Development  
Canadian Pacific Railway

DATE: 8/16/04

DATE: Aug 05, 2004

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 16<sup>th</sup> day of August, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. 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



PROVINCE  
~~STATE OF~~ ALBERTA )  
CITY ) ss.  
COUNTY OF CALGARY )

On this 5<sup>th</sup> day of August, 2004, before me personally appeared DON CAMPBELL, to me personally known, who being by me duly sworn, says that s/he is the Vice President Business Development of Canadian Pacific Railway 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 920, 401 - 9th Avenue S.E.  
Calgary, AB T2P 4Z4  
Telephone: 319-6183