

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

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

May 17, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423-0001

RECORDATION NO. 26967 FILED

MAY 18 '07 -11 4 4 AM

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 Car Hire Lease Agreement for Rider No. 1 dated May 15, 2007, 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 Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: The Kansas City Southern Railway Company  
427 West 12<sup>th</sup> Street  
Kansas City, Missouri 64105

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

One hundred (100) five-unit articulated double-stack container cars with 40-foot wells ("Maxi-I" cars), bearing reporting marks and numbers AOK 58140 through AOK 58239, inclusive

Also enclosed is a payment of \$35 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.

Mr. Vernon A. Williams

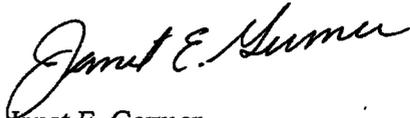
May 17, 2007

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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 May 15, 2007, between Greenbrier Leasing Company LLC, Lessor, and The Kansas City Southern Railway Company, Lessee.

Sincerely,



Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF CAR HIRE LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING COMPANY LLC ("LESSOR")**

**AND**

**THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("LESSEE")**

**DATED: MAY 15, 2007**  
**EFFECTIVE: FEBRUARY 1, 2007**

**RIDER NO. 1**

**DATED: MAY 15, 2007**  
**EFFECTIVE: FEBRUARY 1, 2007**

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Memorandum of a Car Hire Lease Agreement and Rider No. 1 thereto, made and entered into as of May 15, 2007, effective February 1, 2007, by and between Greenbrier Leasing Company, LLC, an Oregon limited liability company ("Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) five-unit articulated double-stack container cars with 40-foot wells ("Maxi-I" cars), bearing reporting marks and numbers AOK 58140 through AOK 58239, inclusive.
2. Rider No. 1 to the Car Hire Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 1, as it may be amended from time to time.

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

LESSOR:  
GREENBRIER LEASING COMPANY LLC

BY: 

NAME: Mark Ritterbaum

TITLE: Vice President

LESSEE:  
THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY

BY: 

NAME: Richard M. Zusa

TITLE: SVP. Purchasing

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 16<sup>th</sup> day of May, 2007, before me personally appeared Mark Rittenbaum, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

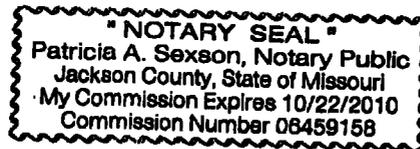


Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: 11-8-2009

STATE OF MISSOURI )  
 ) ss.  
COUNTY OF JACKSON )

On this 15 day of MAY, 2007, before me personally appeared RICHARD M. BUZA, to me personally known, who being by me duly sworn, says that s/he is the SVP OF PURCHASING of The 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/his free act and deed.

Patricia A. Sexson  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/18/07



\_\_\_\_\_  
Robert W. Alvord