

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

December 3, 2007

RECORDATION NO. 23059-D FILED

DEC 05 '07

4-19 PM

SURFACE TRANSPORTATION BOARD



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

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 Ride No. 2 dated as of July 1, 2007, 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 dated as of June 1, 2000 which was duly filed and recorded on August 24, 2000 and assigned Recordation Number 23059.

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: Wisconsin Central, Ltd.
c/o Canadian National Railway Company
Thornton Yard – 2nd Floor
11717 138th Street
Surrey, BC V3R 6T5
Canada

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

Two hundred (200) 60-foot used boxcars with double 8-foot plug doors, marked and numbered in the series AOK 119021 through AOK 119083, non-inclusive, AOK 401181 through AOK 411199, non-inclusive, AOK 760662 through AOK 760764, non-inclusive, and CRLE 19076 through CRLE 19492, non-inclusive, as more particularly described on the attached Railcar List.

Mr. Vernon A. Williams

December 3, 2007

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Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

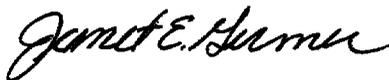
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Lease Agreement for Rider No. 2 dated as of July 1, 2007 to a Lease Agreement dated as of June 1, 2000, between Greenbrier Leasing Company LLC, Lessor, and Wisconsin Central, Ltd., 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.

RAIL EQUIPMENT LIST

| Mark | Number | Mark | Number | Mark | Number |
|-------------|---------------|-------------|---------------|-------------|---------------|
| AOK | 119021 | AOK | 401198 | AOK | 411184 |
| AOK | 119022 | AOK | 411140 | AOK | 411185 |
| AOK | 119025 | AOK | 411141 | AOK | 411186 |
| AOK | 119026 | AOK | 411142 | AOK | 411187 |
| AOK | 119028 | AOK | 411143 | AOK | 411188 |
| AOK | 119030 | AOK | 411144 | AOK | 411189 |
| AOK | 119031 | AOK | 411145 | AOK | 411190 |
| AOK | 119033 | AOK | 411146 | AOK | 411191 |
| AOK | 119036 | AOK | 411147 | AOK | 411192 |
| AOK | 119037 | AOK | 411149 | AOK | 411193 |
| AOK | 119039 | AOK | 411150 | AOK | 411194 |
| AOK | 119040 | AOK | 411151 | AOK | 411196 |
| AOK | 119043 | AOK | 411152 | AOK | 411197 |
| AOK | 119044 | AOK | 411153 | AOK | 411198 |
| AOK | 119046 | AOK | 411154 | AOK | 411199 |
| AOK | 119047 | AOK | 411155 | AOK | 760662 |
| AOK | 119048 | AOK | 411156 | AOK | 760666 |
| AOK | 119050 | AOK | 411157 | AOK | 760670 |
| AOK | 119053 | AOK | 411158 | AOK | 760671 |
| AOK | 119054 | AOK | 411159 | AOK | 760673 |
| AOK | 119061 | AOK | 411161 | AOK | 760675 |
| AOK | 119063 | AOK | 411162 | AOK | 760678 |
| AOK | 119066 | AOK | 411164 | AOK | 760679 |
| AOK | 119068 | AOK | 411165 | AOK | 760681 |
| AOK | 119069 | AOK | 411167 | AOK | 760682 |
| AOK | 119070 | AOK | 411168 | AOK | 760684 |
| AOK | 119074 | AOK | 411169 | AOK | 760691 |
| AOK | 119080 | AOK | 411170 | AOK | 760692 |
| AOK | 119082 | AOK | 411171 | AOK | 760697 |
| AOK | 119083 | AOK | 411172 | AOK | 760705 |
| AOK | 401181 | AOK | 411173 | AOK | 760707 |
| AOK | 401183 | AOK | 411174 | AOK | 760708 |
| AOK | 401187 | AOK | 411176 | AOK | 760711 |
| AOK | 401188 | AOK | 411177 | AOK | 760713 |
| AOK | 401190 | AOK | 411178 | AOK | 760715 |
| AOK | 401191 | AOK | 411179 | AOK | 760719 |
| AOK | 401192 | AOK | 411180 | AOK | 760721 |
| AOK | 401195 | AOK | 411181 | AOK | 760722 |
| AOK | 401196 | AOK | 411182 | AOK | 760724 |
| AOK | 401197 | AOK | 411183 | AOK | 760726 |

| Mark | Number | Mark | Number |
|-------------|---------------|-------------|---------------|
| AOK | 760729 | CRLE | 19365 |
| AOK | 760730 | CRLE | 19372 |
| AOK | 760731 | CRLE | 19379 |
| AOK | 760732 | CRLE | 19380 |
| AOK | 760746 | CRLE | 19387 |
| AOK | 760753 | CRLE | 19389 |
| AOK | 760755 | CRLE | 19390 |
| AOK | 760757 | CRLE | 19393 |
| AOK | 760758 | CRLE | 19395 |
| AOK | 760759 | CRLE | 19409 |
| AOK | 760760 | CRLE | 19430 |
| AOK | 760761 | CRLE | 19431 |
| AOK | 760762 | CRLE | 19437 |
| AOK | 760763 | CRLE | 19438 |
| AOK | 760764 | CRLE | 19441 |
| CRLE | 19076 | CRLE | 19443 |
| CRLE | 19084 | CRLE | 19444 |
| CRLE | 19091 | CRLE | 19450 |
| CRLE | 19094 | CRLE | 19452 |
| CRLE | 19104 | CRLE | 19453 |
| CRLE | 19111 | CRLE | 19454 |
| CRLE | 19121 | CRLE | 19455 |
| CRLE | 19126 | CRLE | 19459 |
| CRLE | 19127 | CRLE | 19462 |
| CRLE | 19300 | CRLE | 19463 |
| CRLE | 19304 | CRLE | 19466 |
| CRLE | 19305 | CRLE | 19469 |
| CRLE | 19309 | CRLE | 19470 |
| CRLE | 19314 | CRLE | 19471 |
| CRLE | 19316 | CRLE | 19472 |
| CRLE | 19325 | CRLE | 19474 |
| CRLE | 19328 | CRLE | 19478 |
| CRLE | 19338 | CRLE | 19480 |
| CRLE | 19341 | CRLE | 19481 |
| CRLE | 19348 | CRLE | 19482 |
| CRLE | 19349 | CRLE | 19483 |
| CRLE | 19351 | CRLE | 19484 |
| CRLE | 19355 | CRLE | 19486 |
| CRLE | 19361 | CRLE | 19487 |
| CRLE | 19362 | CRLE | 19492 |

RECORDATION NO 23059-1 FILED

DEC 05 '07

4-19 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")

AND

WISCONSIN CENTRAL, LTD. ("LESSEE")

JUNE 1, 2000

RIDER NO. 2

DATED JULY 1, 2007

Memorandum of a Lease Agreement dated June 1, 2000 and Rider No. 2 thereto made and entered into as of July 1, 2007 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor"), and Wisconsin Central, Ltd., an Illinois corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred (200) 60-foot used boxcars with double 8-foot plug doors, marked and numbered as set forth on the attached Rail Equipment List.
2. Rider No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Lease Agreement and Rider No. 2, as each 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

LESSEE:
WISCONSIN CENTRAL, LTD.

BY: Norris M. Webb

BY: John Lamont

NAME: Norris M. Webb

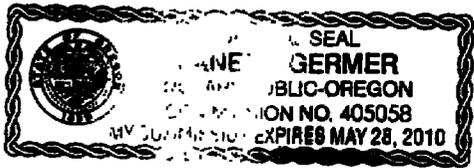
NAME: John Lamont

TITLE: Executive Vice President

TITLE: Sr. Manager, A.F.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 30th day of November, 2007, before me personally appeared Narriss M. Webb, to me personally known, who being by me duly sworn, says that s/he is the Executive 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.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

PROV
STATE OF QUEBEC)
) ss.
CITY
COUNTY OF MONTREAL)

On this 15th day of November, 2007, before me personally appeared John Lament, to me personally known, who being by me duly sworn, says that s/he is the Sr. Manager, A/R of Wisconsin Central, Ltd. 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.

[Signature]
NOTARY PUBLIC Attorney
My commission expires: 185726-2

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| AOK | 119063 | AOK | 411162 | AOK | 760678 |
| AOK | 119066 | AOK | 411164 | AOK | 760679 |
| AOK | 119068 | AOK | 411165 | AOK | 760681 |
| AOK | 119069 | AOK | 411167 | AOK | 760682 |
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| AOK | 119080 | AOK | 411170 | AOK | 760692 |
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| AOK | 401195 | AOK | 411181 | AOK | 760722 |
| AOK | 401196 | AOK | 411182 | AOK | 760724 |
| AOK | 401197 | AOK | 411183 | AOK | 760726 |

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| AOK | 760758 | CRLE | 19395 |
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| AOK | 760761 | CRLE | 19431 |
| AOK | 760762 | CRLE | 19437 |
| AOK | 760763 | CRLE | 19438 |
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| CRLE | 19349 | CRLE | 19483 |
| CRLE | 19351 | CRLE | 19484 |
| CRLE | 19355 | CRLE | 19486 |
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