

**THE
GREENBRIER
COMPANIES**



The Greenbrier Companies, Inc.

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

August 1, 2008

RECORDATION NO. 27586 FILED

AUG 04 '08

11-00 AM

SURFACE TRANSPORTATION BOARD

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 is one (1) original and three (3) photocopies of a Memorandum of Lease Agreement for Schedule No. 3 dated January 1, 2008 to Lease Agreement dated January 26, 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
427 West 12th Street
Kansas City, Missouri 64105

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

Three hundred ten (310) 5,188 cubic foot, 111-ton welded steel triple covered hopper railcars with through center sills and gravity discharge outlets, bearing reporting marks and numbers KCS 287050 through KCS 287359, inclusive.

Also enclosed is a payment of \$41 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.

Ms. Anne K. Quinlan

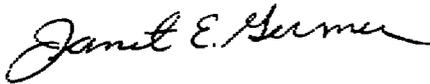
August 1, 2008

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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 Schedule No. 3 dated as of January 1, 2008 to Lease Agreement dated January 26, 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.

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

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

JANUARY 26, 2007

SCHEDULE NO. 3

JANUARY 1, 2008

Memorandum of a Lease Agreement made and entered into as of January 1, 2008 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee"), and Schedule No. 3 thereto made and entered into as of January 1, 2008.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor three hundred ten (310) 5.188 cubic foot, 111-ton welded steel triple covered hopper railcars with through center sills and gravity discharge outlets, bearing reporting marks and numbers KCS 287050 through KCS 287359, inclusive.
2. The Lease Agreement and Schedule No. 3 thereto 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. 3 as each may be amended from time to time.

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

LESSOR: GREENBRIER LEASING COMPANY LLC

By: 
Title: President

LESSEE: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: 
Title: Senior Vice President Finance and Treasurer

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 31st day of July, 2008, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said entity, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



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

STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 29th day of July, 2008, before me personally appeared Dave Weyandt, to me personally known, who being by me duly sworn, says that s/he is the Sr. V. Pres Finance & Tres. of The Kansas City Southern 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/his free act and deed.

Karen Dennis
NOTARY PUBLIC
My commission expires: _____

