

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO. 27586-D FILED

The Greenbrier Companies, Inc.

FEB 10 2009

2-50 PM

One Centerpointe Drive Suite 200

Lake Oswego Oregon 97035

503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

February 6, 2009

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

RECEIVED

FEB 10 2009

MANAGEMENT  
STB

Dear Ms. Quinlan:

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 Schedule No. 2 dated as of November 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 Master Lease Agreement dated as of January 26, 2007, which was duly filed and recorded on August 4, 2007 and assigned Recordation Number 27586.

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, MO 64105

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

Three hundred (300) 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 286750 through KCS 287049, inclusive.

Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

Ms. Anne K. Quinlan

February 6, 2009

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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. 2 dated as of November 1, 2007 to a Lease Agreement dated as of January 26, 2007, between Greenbrier Leasing Company LLC, Lessor, and The Kansas City Southern Railway 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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SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

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

***AND***

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

***JANUARY 26, 2007***

***SCHEDULE NO. 2***

***NOVEMBER 1, 2007***

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Memorandum of a Lease Agreement made and entered into as of November 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"), and Schedule 2 thereto made and entered into as of November 1, 2007.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor three hundred (300) 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 286750 through KCS 287049, inclusive.
2. The Lease Agreement and Schedule 2 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 2 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

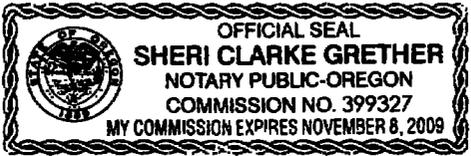
LESSEE: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By:   
Title: Chairman



STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 4<sup>th</sup> day of February, <sup>2009</sup>~~2008~~, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that ~~she~~ is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said entity, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~ his free act and deed.



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

STATE OF MISSOURI )  
 ) ss.  
COUNTY OF JACKSON )

On this 2nd day of February, <sup>2009</sup>~~2008~~, before me personally appeared Michael R. Haverly, to me personally known, who being by me duly sworn, says that ~~she~~ is the chairman of The Kansas City Southern Railway Company, that the foregoing instrument was signed on behalf of said corporation, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~ his free act and deed.

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

