



Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
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RECORDATION NO. 30700 FILED

APR 18 '13 -4 03 PM

SURFACE TRANSPORTATION BOARD

April 16, 2013

VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease for Rider No. 1 dated as of June 15, 2012 to Lease Agreement dated as of June 15, 2012, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

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: Canadian National Railway Company  
935 de La Gauchetiere St. West  
Montreal, QC H3B 2M9  
CANADA

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

One hundred fifty (150) 4,520 c.f. aluminum body gondola railcars bearing BNBX marks, and numbered as more particularly set forth in the schedule attached to the document.

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

Section Chief  
Surface Transportation Board  
April 16, 2013  
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether  
Senior Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

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**MEMORANDUM OF LEASE AGREEMENT**  
**BETWEEN**  
**WL ROSS-GREENBRIER RAIL I LLC ("LESSOR")**  
**AND**  
**CANADIAN NATIONAL RAILWAY COMPANY ("LESSEE")**

**JUNE 15, 2012**

**RIDER NO. 1**

**JUNE 15, 2012**

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This Memorandum of a Lease Agreement and Rider No. 1 thereto is made and entered into as of June 15, 2012, by and between WL Ross-Greenbrier Rail I LLC, a Delaware limited liability company, ("Lessor") and Canadian National Railway Company, a Canadian corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) 4520 cubic foot, aluminum body, gondola railcars, 286,000 lbs GRL, marked and numbered as set forth on the Rail Equipment List attached hereto as Exhibit A.
2. The Lease Agreement and Rider No. 1 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 Rider No. 1.

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.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*

WL ROSS-GREENBRIER RAIL I LLC

By:  \_\_\_\_\_

Title: Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

CANADIAN NATIONAL RAILWAY COMPANY

By:  \_\_\_\_\_

Title: Senior Manager Asset Finance

EXHIBIT A - RAIL EQUIPMENT LIST – 150 CARS

BNBX	1016
BNBX	1036
BNBX	1039
BNBX	1055
BNBX	1082
BNBX	1087
BNBX	1089
BNBX	1097
BNBX	1123
BNBX	1141
BNBX	1149
BNBX	1159
BNBX	1236
BNBX	1306
BNBX	1354
BNBX	1365
BNBX	1368
BNBX	1403
BNBX	1426
BNBX	1434
BNBX	1003
BNBX	1005
BNBX	1009
BNBX	1011
BNBX	1012
BNBX	1015
BNBX	1026
BNBX	1027
BNBX	1032
BNBX	1037
BNBX	1045
BNBX	1046
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BNBX	1061
BNBX	1062
BNBX	1066
BNBX	1070
BNBX	1086
BNBX	1091
BNBX	1092
BNBX	1104
BNBX	1108
BNBX	1112
BNBX	1113
BNBX	1126
BNBX	1128
BNBX	503544
BNBX	503551
BNBX	503552

BNBX	1129
BNBX	1130
BNBX	1138
BNBX	1139
BNBX	1148
BNBX	1152
BNBX	1153
BNBX	1157
BNBX	1158
BNBX	1164
BNBX	1174
BNBX	1176
BNBX	1180
BNBX	1184
BNBX	1197
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