

**GREENBRIER**  
**LEASING COMPANY LLC**

Greenbrier Leasing Company LLC

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

September 30, 2010

RECORDATION NO. 27586-I

OCT 04 '10 -2 50 PM

SURFACE TRANSPORTATION BOARD

OCT 4 2010  
RECEIVED

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 three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 6 dated August 16, 2010, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated January 26, 2007, which was duly filed and recorded on August 4, 2008 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 12th Street  
Kansas City, MO 64105

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

One hundred fifteen (115) Auto-Max II® railcars marked and numbered within the series AOK 502206 to AOK 502624 and more particularly identified 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  
September 30, 2010  
Page 2

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

Memorandum of Lease Agreement for Schedule No. 6.

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

Sincerely,

A handwritten signature in cursive script that reads "Sheri Grether". The signature is written in black ink and is positioned above the typed name.

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

RECORDATION NO. 27586-I FILED

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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. 6***

***AUGUST 16, 2010***

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Memorandum of a Lease Agreement for Schedule No. 6 dated August 16, 2010, to that certain Lease Agreement dated by January 26, 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").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifteen (115) Auto-Max II® railcars bearing reporting marks and numbers as set forth on the attached Rail Equipment List.
2. Schedule No. 6 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. 6 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: Vice President

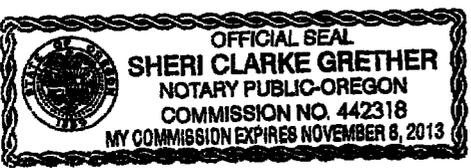
LESSEE: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

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

Title: President and CEO

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

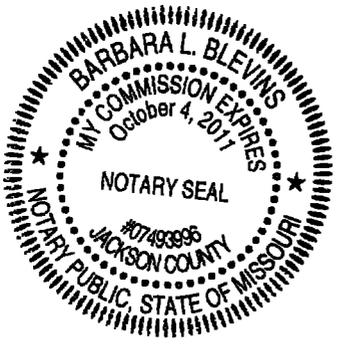
On this 29<sup>th</sup> day of September, 2010, before me personally appeared Larry D. Staley, to me personally known, who being by me duly sworn, says that ~~she~~ is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said entity, and ~~she~~ 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: November 8, 2013

STATE OF Missouri )  
 ) ss.  
COUNTY OF Jackson )

On this 17 day of Sept., 2010, before me personally appeared David L. Starling, to me personally known, who being by me duly sworn, says that s/he is the Pres. & CEO 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.



Barbara L. Blevins  
NOTARY PUBLIC  
My commission expires: 10-4-2011

## RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	502206	AOK	502259	AOK	502469	AOK	502576
AOK	502208	AOK	502260	AOK	502470	AOK	502577
AOK	502210	AOK	502261	AOK	502471	AOK	502578
AOK	502215	AOK	502355	AOK	502472	AOK	502579
AOK	502216	AOK	502356	AOK	502473	AOK	502580
AOK	502217	AOK	502357	AOK	502475	AOK	502581
AOK	502221	AOK	502361	AOK	502476	AOK	502582
AOK	502222	AOK	502364	AOK	502477	AOK	502585
AOK	502223	AOK	502365	AOK	502478	AOK	502586
AOK	502228	AOK	502366	AOK	502479	AOK	502587
AOK	502229	AOK	502367	AOK	502480	AOK	502588
AOK	502233	AOK	502369	AOK	502481	AOK	502589
AOK	502234	AOK	502372	AOK	502492	AOK	502600
AOK	502235	AOK	502376	AOK	502493	AOK	502603
AOK	502236	AOK	502377	AOK	502494	AOK	502604
AOK	502241	AOK	502378	AOK	502495	AOK	502606
AOK	502242	AOK	502379	AOK	502496	AOK	502613
AOK	502245	AOK	502380	AOK	502497	AOK	502614
AOK	502246	AOK	502381	AOK	502498	AOK	502615
AOK	502247	AOK	502383	AOK	502510	AOK	502616
AOK	502248	AOK	502384	AOK	502521	AOK	502617
AOK	502249	AOK	502385	AOK	502522	AOK	502618
AOK	502252	AOK	502386	AOK	502557	AOK	502619
AOK	502253	AOK	502387	AOK	502559	AOK	502620
AOK	502254	AOK	502388	AOK	502561	AOK	502621
AOK	502255	AOK	502464	AOK	502562	AOK	502622
AOK	502256	AOK	502465	AOK	502563	AOK	502623
AOK	502257	AOK	502466	AOK	502565	AOK	502624
AOK	502258	AOK	502468	AOK	502569	<b>Total</b>	<b>115 Cars</b>