

RECORDATION NO. 29653-C FILED

MAR 01 '11 -7 30 AM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 1, 2011

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(a) are two (2) copies of a Memorandum of Schedule #1 to Master Railcar Lease Agreement, effective as of February 28, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 29653.

The names and addresses of the parties to the enclosed document are:

**Lessor:** Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

**Lessee:** Greenbrier Railcar Leasing, Inc.  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

**Section Chief  
March 1, 2011  
Page 2**

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

**150 covered hopper railcars: AOKX 78200 - AOKX 78349.**

**A short summary of the document to appear in the index is:**

**Memorandum of Schedule #1 to Master Railcar Lease Agreement.**

**Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.**

**Kindly return stamped copies of the enclosed document to the  
undersigned.**

**Very truly yours,**



**Robert W. Alvord**

**RWA/sem  
Enclosures**

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SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #1 TO  
MASTER RAILCAR LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION**

**as Lessor**

**and**

**GREENBRIER RAILCAR LEASING, INC.**

**as Lessee**

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**MEMORANDUM OF SCHEDULE #1 TO MASTER RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #1 TO MASTER RAILCAR LEASE AGREEMENT is effective as of February 28, 2011 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and GREENBRIER RAILCAR LEASING, INC., a Washington corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated February 28, 2011 to the Master Railcar Lease Agreement dated as of February 28, 2011 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

[signatures appear on following page]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Master Railcar Lease Agreement to be executed as of the date first above written.

**MIDWEST RAILCAR CORPORATION**

Lessor

By: 

Printed

Name: Richard M. Folio

Title: Executive Vice President

Date: \_\_\_\_\_

**GREENBRIER RAILCAR LEASING, INC.**

Lessee

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

Printed

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 24<sup>th</sup> day of February, 2011 before me appeared, Richard M. Folio to me personally known, who being by me duly sworn, says that he is the Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on 24<sup>th</sup> day of February, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore

[Notarial Seal] My commission Expires September 28, 2005  
7/8/14

*Henryka W. Grylic Craig*  
Notary Public

My commission expires: 7/8/14

STATE OF OREGON            )  
  ) ss.  
COUNTY OF CLACKAMAS    )

On this \_\_\_ day of \_\_\_\_\_, 2011 before me appeared, \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is \_\_\_\_\_ of GREENBRIER RAILCAR LEASING, INC., a Washington corporation, that said instrument was signed on \_\_\_\_\_, 2011 on behalf of said entity by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

[Notarial Seal]

\_\_\_\_\_  
Notary Public  
My commission expires:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Master Railcar Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

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

Printed  
Name: Richard M. Folio

Title: Executive Vice President

Date: \_\_\_\_\_

GREENBRIER RAILCAR LEASING, INC.  
Lessee

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

Printed  
Name: Larry D. Stanley

Title: Vice President

Date: \_\_\_\_\_

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this \_\_\_\_ day of \_\_\_\_\_, 2011 before me appeared, Richard M. Folio to me personally known, who being by me duly sworn, says that he is the Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on \_\_\_\_\_, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

\_\_\_\_\_  
Notary Public

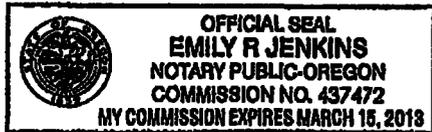
My commission expires: 7/8/14

STATE OF OREGON            )  
  ) ss.  
COUNTY OF CLACKAMAS    )

On this 28 day of February, 2011 before me appeared, Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is a Vice President of GREENBRIER RAILCAR LEASING, INC., a Washington corporation, that said instrument was signed on February 28, 2011 on behalf of said entity by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

[Notarial Seal]

Emily R. Jenkins  
Notary Public  
My commission expires: March 15, 2013



**EXHIBIT A**

**DESCRIPTION OF RAILCARS**

One Hundred Fifty (150) newly manufactured by Gunderson Concarril (2010-built), 6352 c.f., 110-ton through-sill covered hopper railcars with one (1) 30"x58'4" hatch opening and four (4) 42" x 42" gravity gates and 286K GRL, with Reporting Marks and Numbers as follows:

**AOKX 78200 – AOKX 78349, Inclusive**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/1/11



\_\_\_\_\_  
Robert W. Alvord