

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

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
RICHARD N BAGENSTOS
JAMES C MARTIN JR *

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N W
WASHINGTON, D.C.

20006-2973
(202) 393-2266

OF COUNSEL
URBAN A LESTER

CABLE ADDRESS
ALVORD

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

16509

SEP 11 1989 - 12 05 AM

September 11, 1989

INTERSTATE COMMERCE COMMISSION

9-254A018

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S. C. Section 11303(a) are three originals and one photocopy of a Memorandum of Loading Agreement dated as of August 15, 1989, a primary document as defined in the Commission's 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 Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: MidSouth Rail Corporation
111 East Capitol
Jackson, MS 39201-2118

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

Twenty-five (25) 73-foot center partition flatcars manufactured by Gunderson, Inc. bearing marks and numbers WCRC 2700 through WCRC 2724, both inclusive.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kappler
C. Alvord

SEP 11 1989
11 11 11 11 11 11

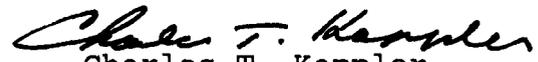
Ms. Noreta R. McGee
September 11, 1989
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Suite 200, Washington, DC 20006.

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

Memorandum of Loading Agreement dated as of August 15, 1989 between Greenbrier Leasing Corporation, Lessor, and MidSouth Rail Corporation, Lessee, covering 25 center partition flatcars, WCRC 2700 - WCRC 2724.

Sincerely,


Charles T. Kappler

CTK/skh
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/11/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20423

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/11/89 at 12:05pm and assigned recordation number(s). 16509

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s).

16509
FILED 1989

SEP 11 1989 -12 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
MIDSOUTH RAIL CORPORATION ("LESSEE")

AUGUST 15, 1989

Memorandum of a Loading Agreement made and entered into as of August 15, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and MidSouth Rail Corporation, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-five (25) 73-foot center partition flatcars manufactured by Gunderson, Inc. in Portland, Oregon and bearing marks and numbers as follows:

WCRC 2700 through WCRC 2724, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

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

MIDSOUTH RAIL CORPORATION

By: H. J. Lahn VP + CTO

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, U.P.

L81593.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 15th day of August, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Nelson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF MISSISSIPPI)
)
COUNTY OF Hinds)

On this 29th day of August 1989, before me personally appeared H I Salmon, to me personally known, who being by me duly sworn, says that he is VP & CTO of MIDSOUTH RAIL CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Donna R May
NOTARY PUBLIC

My commission expires:

My Commission Expires May 9, 1992