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NEW NUMBER
#15

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16571

October 11, 1989 RECORDED NO. FILED 1425

OCT 12 1989 - 12 10 PM

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

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordtion pursuant to the provisions of 49 U.S.C. Section 11303(a) are three originals and two photocopies of a Memorandum of Lease Agreement dated as of August 17, 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: Interail, Inc.
One Foxfield Square
St. Charles, IL 60174

A description of the railroad equipment covered by the enclosed document is: forty (40) 40'6" 100-ton copper boxcars bearing NOKL marks and numbers 77000 through 77019, and 77070 through 77089, each both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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, Washington, DC 20006.

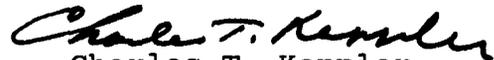
Charles T. Kappler

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

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

Memorandum of Lease Agreement dated as of August 17, 1989 between Greenbrier Leasing Corporation, Lessor, and Interail, Inc., Lessee, covering forty (40) copper boxcars marked and numbered NOKL 77000 through NOKL 77019 and NOKL 77070 through NOKL 77089, each both inclusive.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/30/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

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 10/30/89 at 1:15pm, and assigned recordation number(s). 16584 & 16585

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

16571

RECORDED ON _____ FILED 142

OCT 12 1989 -12 10 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

INTERAIL, INC. ("LESSEE")

AUGUST 17, 1989

Memorandum of a Lease Agreement made and entered into as of August 17, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Interail, Inc., a Kansas 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 up to forty (40) 40'6" 100-ton copper boxcars bearing marks and numbers as follows:

NOKL 77000 through NOKL 77019, inclusive and
NOKL 77070 through NOKL 77089, 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.

INTERAIL, INC.

By: Richard F. Seymour, Pres

GREENBRIER LEASING CORPORATION

By: Normis M. Webb, V.P.

L81793.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 5th day of September, 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. Hudson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF)
)
COUNTY OF)

On this 29th day of September 1989, before me personally appeared Richard F. Seymour, to me personally known, who being by me duly sworn, says that he is President of INTERAIL, INC., 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.

Geraldine De Bartolo
NOTARY PUBLIC

My commission expires:

8/6/91

