

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc

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

May 23, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

RECORDATION NO. 20116-D  
JUN 3 1996 11:49 AM  
RECORDATION BOARD OF OREGON

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 5 dated as of September 25, 1995 to Lease Agreement dated as of September 25, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

*1995*  
This document relates to the Memorandum of Lease Agreement for Rider No. 1 dated as of September 25, 1996 to Lease Agreement dated as of September 25, 1996 which is being filed at the same time this Rider No. 5 is being filed.

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

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 3005  
Rosemont, IL 60018

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

Fifty (50) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides, initially assigned for service to WCL Railcars, Inc. with car marks and numbers CRLE 3375 through CRLE 3424, inclusive.

Mr. Vernon A. Williams  
May 23, 1996  
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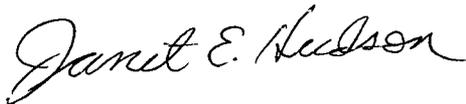
Also enclosed is a payment of \$21 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

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

Memorandum of Lease Agreement for Rider No. 5 dated as of September 25, 1996, to Lease Agreement dated as of September 25, 1996 between Greenbrier Leasing Corporation, Lessor, and First Union Rail Corporation, Lessee, covering fifty (50) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides, initially assigned for service to WCL Railcars, Inc. with car marks and numbers CRLE 3375 through CRLE 3424, inclusive.

Sincerely,



Janet E. Hudson  
Assistant to the  
Executive Vice President

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

20116-D  
RECORDATION NO. \_\_\_\_\_ FILED 1425

JUN 3 1996 -11 45 AM

STATE GOVERNMENT COMMISSION

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSEE")

AND

FIRST UNION RAIL CORPORATION ("LESSOR")

SEPTEMBER 25, 1995

WITH RIDER NO. 5 DATED AS OF SEPTEMBER 25, 1995

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Memorandum of a Lease Agreement made and entered into as of September 25, 1995, with Rider No. 5 dated as of September 25, 1995, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessee") and First Union Rail Corporation, a North Carolina corporation ("Lessor").

WITNESSETH.

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 52', 100-ton gondola railcars with 286,000 pound capacity and 5'6" high sides, initially assigned for service to WCL Railcars, Inc. with car marks and numbers CRLE 3375 through CRLE 3424, 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

GREENBRIER LEASING CORPORATION

By Norman M. Webb

Title: Executive Vice President

Date: February 14, 1996

FIRST UNION RAIL CORPORATION

By: Shirley H. Minter

Title: Vice President

Date: March 29, 1996

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 14th day of February, 1996, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive 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: 5/28/98



STATE OF North Carolina )  
 ) ss.  
COUNTY OF Rowan )

On this 29th day of March, 1996, before me personally appeared Linda H. Minter, to me personally known, who being by me duly sworn, says that ~~he~~ is the Vice President of First Union 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

Linda Goble Baxter  
NOTARY PUBLIC  
Linda Goble Baxter

My commission expires. 11/30/2000

