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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 14, 2015

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 Full Service Railcar Lease, dated as of July 16, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Lessee:	BNSF Railway Company 2650 Lou Menk Drive, 1 st Floor Fort Worth, TX 76131

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

82 bi-level autoracks within the series BNSF 26967 – BNSF 27368 as more particularly set forth on the attachment to the document.

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

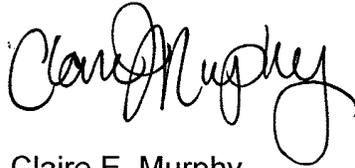
Memorandum of Full Service Railcar Lease.

Section Chief
October 14, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "y" at the end.

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of July ~~12~~^{16th}, 2015, to that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and Schedule No. 24 thereto dated as of July ~~12~~^{16th}, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee") and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and that certain Schedule No. 24 thereto dated as of July ~~12~~^{16th}, 2015 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Racks");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

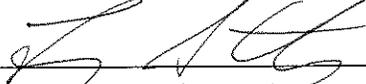
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Racks to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

GREENBRIER LEASING COMPANY LLC, as Lessor

By: 
Printed Name: LARRY STANLEY
Title: SVP, FINANCE

BNSF RAILWAY COMPANY, as Lessee

By: 
Printed Name: F. G. DRAPER
Title: VP Business Unit Operations

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Eighty-two (82)	Multi-Max™ auto racks in bi-level configuration	See Equipment List attached as Exhibit A.1

EXHIBIT A.1
EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNSF	26967	BNSF	27308	BNSF	27329	BNSF	27350
BNSF	26969	BNSF	27309	BNSF	27330	BNSF	27351
BNSF	27119	BNSF	27310	BNSF	27331	BNSF	27352
BNSF	27154	BNSF	27311	BNSF	27332	BNSF	27353
BNSF	27155	BNSF	27312	BNSF	27333	BNSF	27354
BNSF	27159	BNSF	27313	BNSF	27334	BNSF	27355
BNSF	27171	BNSF	27314	BNSF	27335	BNSF	27356
BNSF	27173	BNSF	27315	BNSF	27336	BNSF	27357
BNSF	27181	BNSF	27316	BNSF	27337	BNSF	27358
BNSF	27183	BNSF	27317	BNSF	27338	BNSF	27359
BNSF	27193	BNSF	27318	BNSF	27339	BNSF	27360
BNSF	27251	BNSF	27319	BNSF	27340	BNSF	27361
BNSF	27274	BNSF	27320	BNSF	27341	BNSF	27362
BNSF	27278	BNSF	27321	BNSF	27342	BNSF	27363
BNSF	27283	BNSF	27322	BNSF	27343	BNSF	27364
BNSF	27284	BNSF	27323	BNSF	27344	BNSF	27365
BNSF	27302	BNSF	27324	BNSF	27345	BNSF	27366
BNSF	27303	BNSF	27325	BNSF	27346	BNSF	27367
BNSF	27305	BNSF	27326	BNSF	27347	BNSF	27368
BNSF	27306	BNSF	27327	BNSF	27348	Total Racks: 82	
BNSF	27307	BNSF	27328	BNSF	27349		

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: October 14, 2015



Claire E. Murphy