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Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200

Lake Oswego Oregon 97035

~~SURFACE TRANSPORTATION BOARD~~ 503 684 7000 Fax 503 684 7553

December 3, 2013

VIA FEDERAL EXPRESS

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 are three (3) originals and two (2) photocopies of a Memorandum of Schedule No. 17 dated as of November 8, 2013, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$44 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

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

Lessee: BNSF Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

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

Two hundred twenty (220) 4200 c.f. capacity coal hopper railcars bearing GBRX marks, and numbered as more particularly described in the schedule attached to the document.

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

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

Memorandum of Lease Agreement for Schedule No. 17.

Section Chief  
Surface Transportation Board  
December 3, 2013  
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If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is written in a cursive style with a large initial 'S'.

Sheri Clarke Grether  
Senior Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

## MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of November 8, 2013, to that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and Schedule No. 17 thereto dated as of November 8, 2013, 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. 17 thereto dated as of November 8, 2013 (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 "Cars");

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.

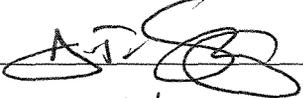
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee 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, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

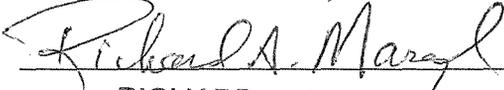
GREENBRIER LEASING COMPANY LLC, as Lessor

By: 

Printed Name: JIM SHARP

Title: PRESIDENT

BNSF RAILWAY COMPANY, as Lessee

By: 

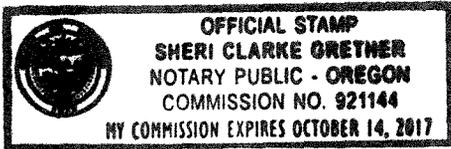
Printed Name: RICHARD A. MARGL

Title: AVP Carload Equipment

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STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 18<sup>th</sup> day of November, 2013, before me personally appeared J. T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

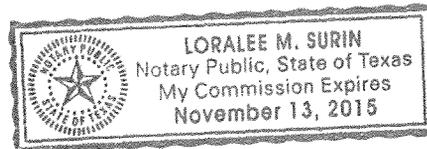


Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: October 14, 2017

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

On this 8<sup>th</sup> day of November, 2013, before me personally appeared RICHARD A. MARGL, to me personally known, who being by me duly sworn, says that s/he is the AVP Carload Equipment of BNSF Railway Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Loralee M Surin  
NOTARY PUBLIC  
My commission expires: Nov. 13, 2015



**EXHIBIT A**

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Two hundred twenty (220)	4,200 c.f. capacity coal hoppers	Listed below.

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
GBRX	5036	GBRX	16175	GBRX	16227
GBRX	5041	GBRX	16176	GBRX	16228
GBRX	5046	GBRX	16177	GBRX	16230
GBRX	5050	GBRX	16178	GBRX	16231
GBRX	5052	GBRX	16179	GBRX	16232
GBRX	5054	GBRX	16180	GBRX	16233
GBRX	5072	GBRX	16181	GBRX	16234
GBRX	5078	GBRX	16182	GBRX	16235
GBRX	5086	GBRX	16183	GBRX	16236
GBRX	5090	GBRX	16184	GBRX	16237
GBRX	5093	GBRX	16185	GBRX	16238
GBRX	5103	GBRX	16188	GBRX	16239
GBRX	5122	GBRX	16189	GBRX	16241
GBRX	5251	GBRX	16190	GBRX	16242
GBRX	5256	GBRX	16191	GBRX	16243
GBRX	5265	GBRX	16192	GBRX	16245
GBRX	5266	GBRX	16193	GBRX	16246
GBRX	5272	GBRX	16194	GBRX	16248
GBRX	5278	GBRX	16197	GBRX	16249
GBRX	5283	GBRX	16198	GBRX	16250
GBRX	5293	GBRX	16199	GBRX	16251
GBRX	5307	GBRX	16201	GBRX	16252
GBRX	5315	GBRX	16202	GBRX	16254
GBRX	5317	GBRX	16204	GBRX	16255
GBRX	5321	GBRX	16205	GBRX	16257
GBRX	5326	GBRX	16207	GBRX	16258
GBRX	5331	GBRX	16208	GBRX	16259
GBRX	5339	GBRX	16212	GBRX	16260
GBRX	5340	GBRX	16214	GBRX	16261
GBRX	5345	GBRX	16215	GBRX	16262
GBRX	5346	GBRX	16217	GBRX	16263
GBRX	5358	GBRX	16218	GBRX	16264
GBRX	5365	GBRX	16219	GBRX	16265
GBRX	16168	GBRX	16220	GBRX	16266
GBRX	16169	GBRX	16223	GBRX	16267
GBRX	16170	GBRX	16224	GBRX	16268
GBRX	16174	GBRX	16226	GBRX	16269

Mark	Number	Mark	Number	Mark	Number
GBRX	16270	GBRX	16310	GBRX	16348
GBRX	16271	GBRX	16311	GBRX	16349
GBRX	16272	GBRX	16312	GBRX	16350
GBRX	16273	GBRX	16313	GBRX	16352
GBRX	16274	GBRX	16314	GBRX	16353
GBRX	16275	GBRX	16315	GBRX	16354
GBRX	16276	GBRX	16316	GBRX	16355
GBRX	16277	GBRX	16317	GBRX	16356
GBRX	16278	GBRX	16318	GBRX	16357
GBRX	16279	GBRX	16319	GBRX	16358
GBRX	16280	GBRX	16320	GBRX	16359
GBRX	16281	GBRX	16321	GBRX	16360
GBRX	16282	GBRX	16322	GBRX	16361
GBRX	16283	GBRX	16323	GBRX	16364
GBRX	16284	GBRX	16324	GBRX	16365
GBRX	16285	GBRX	16325	GBRX	16366
GBRX	16286	GBRX	16326	GBRX	16367
GBRX	16288	GBRX	16327	GBRX	16368
GBRX	16289	GBRX	16328	GBRX	16369
GBRX	16290	GBRX	16329	GBRX	16370
GBRX	16291	GBRX	16330	GBRX	16371
GBRX	16292	GBRX	16332	GBRX	16372
GBRX	16293	GBRX	16333	GBRX	16373
GBRX	16294	GBRX	16334	GBRX	16374
GBRX	16295	GBRX	16335	GBRX	16375
GBRX	16296	GBRX	16336	GBRX	16376
GBRX	16297	GBRX	16337	GBRX	16378
GBRX	16298	GBRX	16338	GBRX	16379
GBRX	16299	GBRX	16339	GBRX	16380
GBRX	16300	GBRX	16340	GBRX	16382
GBRX	16301	GBRX	16341	GBRX	16384
GBRX	16302	GBRX	16342	GBRX	16385
GBRX	16303	GBRX	16343	GBRX	16387
GBRX	16304	GBRX	16344	GBRX	16388
GBRX	16307	GBRX	16345	GBRX	16389
GBRX	16308	GBRX	16346		
GBRX	16309	GBRX	16347	<b>Total</b>	<b>220 Cars</b>