

RECORDATION NO 26665-Q FILED
October 17, 2013 07:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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October 9, 2013

Chief of the 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 Notice of Partial Termination, dated as of October 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease for Schedule No. 12 previously filed with the Board under Recordation Number 26665-K.

The name and address of the party to the enclosed document are:

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

[Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131]

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

10 railcars TERMINATED within the series AOKX 492310 – AOKX 492613 (previously bearing AOK reporting marks) as more particularly set forth in the attachment to the document.

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

Notice of Partial Termination.

Also enclosed is a check in the amount of \$44.00 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,



✓ Edward M. Luria

EML/sem
Enclosures

NOTICE OF PARTIAL TERMINATION

This Notice of Partial Termination is effective as of October 1, 2013.

RECITALS:

- A. Pursuant to a Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and Schedule No. 12 thereto dated as of December 16, 2010 and effective July 15, 2010, between Lessor and BNSF Railway Company ("Lessee"), Lessor leased certain railcars ("the Cars") to Lessee.
- B. Lessor and Lessee executed a Memorandum of Lease for Schedule No. 12 dated as of December 16, 2010 and effective July 15, 2010 (the "Memorandum") reflecting the lease of the Cars from Lessor by Lessee, which was filed for record in the office of the Surface Transportation Board, in Washington, D.C. on December 29, 2010 under Recordation Number 26665-K.
- C. A Notice of Partial Termination as to eighteen (18) of the Cars (the "Previously Terminated Cars") was filed for record in the office of the Surface Transportation Board, in Washington, D.C. on August 30, 2011 under Recordation Number 26665-L.
- D. Lessor wishes to reflect the fact that the lease has been terminated as to ten (10) of the Cars ("Terminated Cars") described in Exhibit A attached hereto and the Terminated Cars have been returned to Lessor.

NOW THEREFORE,

- (1) Lessor, with this Memorandum of Partial Termination, certifies that the lease has terminated for the 10 Terminated Cars described on Exhibit A.
- (2) Except as to the Terminated Cars and the Previously Terminated Cars, the Memorandum shall remain in full force and effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Lessor has executed this Notice of Partial Termination effective as of the date first above written.

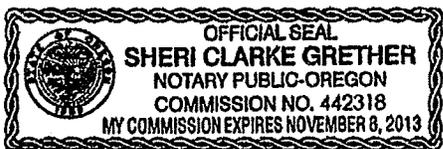
GREENBRIER LEASING COMPANY LLC

By: [Signature]

Title: Senior Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of October, 2013, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that ~~s/he~~ is the Senior Vice 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/his~~ free act and deed.



[Signature]
Notary Public for Oregon
My commission expires: November 8, 2013

EXHIBIT A
TERMINATED CARS

| Original Mark | Original Number | Current Mark | Current Number |
|--------------------------|----------------------------|-------------------------|---------------------------|
| AOK | 492310 | AOKX | 492310 |
| AOK | 492334 | AOKX | 492334 |
| AOK | 492357 | AOKX | 492357 |
| AOK | 492358 | AOKX | 492358 |
| AOK | 492359 | AOKX | 492359 |
| AOK | 492433 | AOKX | 492433 |
| AOK | 492461 | AOKX | 492461 |
| AOK | 492523 | AOKX | 492523 |
| AOK | 492531 | AOKX | 492531 |
| AOK | 492613 | AOKX | 492613 |

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 10/9/13

Edward M Luria
Edward M. Luria