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LAW OFFICES

ALVORD AND ALVORD

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918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006-2973

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\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN OHIO  
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RECORDATION NO. 15299-B FILED 1425  
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INTERSTATE COMMERCE COMMISSION May 4, 1988

No. MAY 04 1988  
Date 1300  
MAY 4 1 08 PM '88  
ICC WASHINGTON, D.C.

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

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed original copies and two photocopies of an Amendment dated January 8, 1988 to Memorandum of Lease, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease dated as of February 1, 1987, which was duly filed and recorded on August 28, 1987 and assigned Recordation Number 15299.

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: Burlington Northern Railroad Company  
176 E. Fifth Street  
St. Paul, Minnesota 55101

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

Forty-five (45) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing marks and numbers BN 63910 through BN 63924 and BN 63935 through BN 63964, each both inclusive.

*C.T. Kappeler*  
*C. D. Kappeler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
May 4, 1988  
Page Two

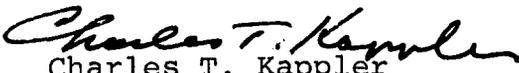
Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two original copies and two photocopies of the enclosed document which have been stamped with recordation information to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Amendment dated January 8, 1988 to Memorandum of Lease covering forty-five (45) intermodal railcars marked and numbered BN 63910 - BN 63924 and BN 63935 - BN 63964.

Very truly yours,

  
Charles T. Kappler

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/4/88

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord

918 16th Street N.W.

Washington, D.C. 20006-2973

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 5/4/88 at 1:15pm, and assigned recordation number(s). 15299-B

Sincerely yours,

*Narta R. McEneaney*  
Secretary

Enclosure(s)

ORIG.

REGISTRATION NO. 15299-B FILE 148

MAY 4 1988-1 15 PM

INTERSTATE COMMERCE COMMISSION

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AMENDMENT DATED JANUARY 8, 1988 TO  
MEMORANDUM OF LEASE  
BETWEEN  
BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")  
AND  
GREENBRIER LEASING CORPORATION ("LESSOR")  
FEBRUARY 1, 1987

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Amendment to MEMORANDUM OF LEASE made and entered into as of February 1, 1987 by and between Burlington Northern Railroad Company, a Delaware corporation, ("Lessee") and Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") (the "Lease Agreement").

W I T N E S S E T H:

1. Under the Amendment and Supplement to Lease Agreement dated January 8, 1988 Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor:

- a) Fifteen (15) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing identifying marks and numbers as follows:

BN 63910 through BN 63924, inclusive.

- b) Thirty (30) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing identifying marks and numbers as follows:

BN 63935 through BN 63964, 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 January 8, 1988.

BURLINGTON NORTHERN RAILROAD COMPANY

By: William K. Benz

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, V.P.

STATE OF OREGON            )  
                                  ) SS  
COUNTY OF CLACKAMAS    )

On this 2nd day of May, 1988, 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 by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires 5/28/90

STATE OF TEXAS            )  
                                  ) SS  
COUNTY OF TARRANT     )

On this 26 day of April, 1988, before me personally appeared William K. Berry, to me personally known, who being by me duly sworn, says that he is the AVP, Marketing of BURLINGTON NORTHERN RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument ws his free act and deed.

Julie A. Harcrow  
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires:



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