

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

July 27, 1992

RECORDATION NO 17906 FILED 145

AUG 3 1992 - 2 55 AM

INTERSTATE COMMERCE COMMISSION
2-216A034

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

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 with Rider No. 1 dated as of March 2, 1992 a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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
3800 Continental Plaza
777 Main Street
Fort Worth, TX 76102

AUG 3 2 09 PM '92
PORTLAND UNIT

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

Thirty (30) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing marks and numbers BN 63935 through BN 63964, inclusive.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Sidney L. Strickland, Jr.

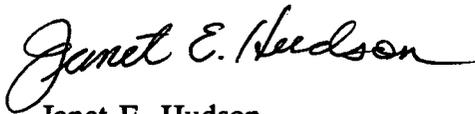
July 27, 1992

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Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement with Rider No. 1 dated as of March 2, 1992 between Greenbrier Leasing Corporation, Lessor, and Burlington Northern Railroad Company, Lessee, covering thirty (30) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing marks and numbers BN 63935 through BN 63964, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

RECORDATION NO **17906** FILED 1425

AUG 3 1992 - 2 55 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

MARCH 2, 1992

RIDER NO. 1

Memorandum of a Lease Agreement with Rider No. 1 made and entered into as of March 2, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty (30) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing marks and numbers 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 the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, V.P.

BURLINGTON NORTHERN RAILROAD COMPANY

By: [Signature]

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 24th day of July, 1992, 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, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Nelson
NOTARY PUBLIC

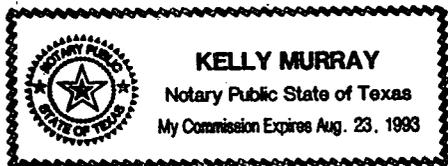
My commission expires: 5/28/94

STATE OF TEXAS)
) ss.
COUNTY OF Tarrant)

On this 23rd day of July, 1992, before me personally appeared Robert F. McKeeney, to me personally known, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY 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.

Kelly Murray
NOTARY PUBLIC

My commission expires:



17906-A

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

MARCH 2, 1992

RIDER NO. 3 DATED AS OF SEPTEMBER 25, 1992

Memorandum of a Lease Agreement with Rider No. 3 made and entered into as of March 2, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor nine (9) 60-foot, 100-ton rehabilitated COFC flatcars equipped with positive locking devices marked and numbered CRLE 4006 - CRLE 4007, inclusive, CRLE 4010, CRLE 4012, CRLE 4014 - CRLE 4016, inclusive, CRLE 4023 and CRLE 4027.
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, V.P.

BURLINGTON NORTHERN RAILROAD COMPANY

By: [Signature]

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 11th day of October, 1992, 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, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet Erickson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF TEXAS

)
) ss.
)

COUNTY OF Tarrant

On this 5th day of October, 1992, before me personally appeared Mark S. Cox, to me personally known, who being by me duly sworn, says that he is the V.P. Equipment Management of BURLINGTON NORTHERN RAILROAD COMPANY 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.

Kelly J. Woody
NOTARY PUBLIC

My commission expires: