

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

October 6, 1994

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

0100395082

RECORDATION NUMBER: 17906-B

OCT 13 1994 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

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 dated as of March 2, 1992 with Rider No. 6 dated as of May 16, 1994, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of March 2, 1992 which was duly filed and recorded on August 3, 1992 and assigned Recordation Number 17906.

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  
Ft. Worth, TX 76102-5384

RECEIVED  
OFFICE OF THE  
SECRETARY  
OCT 11 4 05 PM '94  
LICENSING BRANCH

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

Twenty (20) five-unit Maxi I intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 64980 through BN 64999, inclusive.

Mr. Vernon A. Williams

October 6, 1994

Page 2

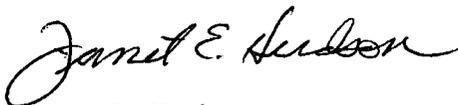
Also enclosed is a payment of \$18 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

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

Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 6 dated as of May 16, 1994 between Greenbrier Leasing Corporation Lessor, and Burlington Northern Railroad Company, Lessee, covering twenty (20) five-unit Maxi I intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 64980 through BN 64999, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant - Legal

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 17906 <sup>B</sup> FILED 1425  
OCT 13 1994 - 10 10 AM  
INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
GREENBRIER LEASING CORPORATION ("LESSOR")  
AND  
BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")  
MARCH 2, 1992  
RIDER NO. 6 DATED AS OF MAY 16, 1994

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RECEIVED  
OFFICE OF THE  
SECRETARY  
OCT 11 4 06 PM '94  
LICENSING BRANCH

Memorandum of a Lease Agreement made and entered into as of March 2, 1992 with Rider No. 6 dated as of May 16, 1994 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 twenty (20) five-unit Maxi I intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 64980 through BN 64999, 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: Worris M. Webb  
Title: Executive Vice President

BURLINGTON NORTHERN RAILROAD COMPANY

By: [Signature]  
Title: Senior Vice President and Treasurer



STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

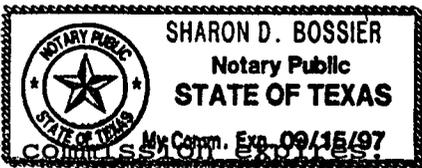
On this 21 day of September, 1994, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Colleen Martin  
NOTARY PUBLIC

My commission expires: ~~5/28/98~~ 10-8-95

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

On this 15<sup>th</sup> day of September, 1994, before me personally appeared Robert F. McKenney, to me personally known, who being by me duly sworn, says that he is the Se. VP & 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.



Sharon D. Bossier  
NOTARY PUBLIC