

**THE
GREENBRIER
COMPANIES**

0100725023

The Greenbrier Companies

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

August 7, 1995

RECORDATION NO. 17906--E FILED 1426
AUG 8 1995 -10 35 AM
INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of Memorandum of Lease Agreement Rider No. 3A dated as of February 18, 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
3500 Continental Plaza
777 Main Street
Fort Worth, TX

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SECRET

Mr. Vernon A. Williams
August 7, 1995
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A description of the railroad equipment covered by the enclosed document is:

Two (2) single unit railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 61899 - BN 61900, inclusive.

Also enclosed is a payment of \$21 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 secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 3A dated as of February 18, 1994, between Greenbrier Leasing Corporation, Lessor, and Burlington Northern Railroad Company, Lessee, covering two (2) single unit railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 61899 - BN 61900, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant - Legal

jeh
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 17906-E FILED 1425

AUG 8 1995 - 10 35 AM

WEST VIRGINIA COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

MARCH 2, 1992

RIDER NO. 3A DATED AS OF FEBRUARY 18, 1994

Memorandum of a Lease Agreement made and entered into as of March 2, 1992 with Rider No. 3A dated as of February 18, 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 Lessee has agreed to lease from Lessor two (2) single unit railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 61899 - BN 61900.
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
Title: Executive Vice President

BURLINGTON NORTHERN RAILROAD COMPANY

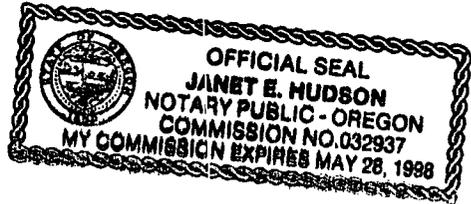
By: Roger Simon
Title: Director

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 4th day of August, 1995, 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.

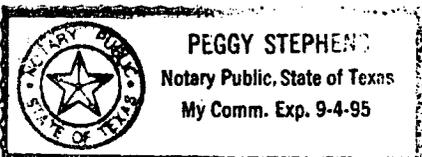
Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 2nd day of August, 1995, before me personally appeared Roger Simon, to me personally known, who being by me duly sworn, says that he is the Director 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.



Peggy Stephens
NOTARY PUBLIC

My commission expires: