

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

RECORDATION NO. 22782-D FILED

March 26, 2003

MAR 31 '03 12-19 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Rider No. 2 dated July 1, 2002, to the Lease Agreement dated as of January 4, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of January 4, 2000, which was duly filed and recorded on February 17, 2000, and assigned Recordation Number 22782.

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: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131

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

Seventy (70) two-unit articulated Auto-Max™ vehicle carrying railcars built to Gunderson, Inc. specifications (the "Cars"), bearing the marks and numbers reflected on the attached Railcar list.

Mr. Vernon A. Williams
March 26, 2003
Page 2

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board 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 Board's Index is:

Memorandum of Lease Agreement for Rider No. 5 dated as of July 1, 2002, to a Lease Agreement dated as of January 4, 2000, between Greenbrier Leasing Corporation, Lessor, and The Burlington Northern and Santa Fe Railway Company, Lessee.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

JEJ
Enclosure

cc: Robert W. Alvord, Esq.

REGISTRATION NO. 22782-D FILED

MAR 31 '03 12:19 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

**THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
("LESSEE")**

JANUARY 4, 2000

RIDER NO. 2

JULY 1, 2002

This Memorandum of Lease Agreement and Rider No. 2 thereto is made and entered into as of July 1, 2002 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy (70) two-unit articulated Auto-Max™ vehicle carrying railcars built to Gunderson, Inc. specifications (the "Cars"), bearing the marks and numbers reflected on the attached Railcar list.
2. The Lease Agreement and Rider No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 2.

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.

LESSOR: GREENBRIER LEASING CORPORATION

By: Worress M. Webb

Title: Executive Vice President

LESSEE: THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: Edward L. Zayas

Title: AVP Intermodal & Automotive Equipment

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 10th day of March, 2003, 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.

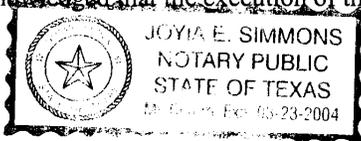
Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 28th day of February, 2003, before me personally appeared Edward Zajac, to me personally known, who being by me duly sworn, says that he is the AVP, Intermodal & Automotive Equip. of The Burlington Northern and Santa Fe Railway 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.



Joyia E. Simmons
NOTARY PUBLIC

My commission expires: 3-23-2004

RAILCAR LIST

Car Number		
1	AOK	501510
2	AOK	501511
3	AOK	501512
4	AOK	501513
5	AOK	501514
6	AOK	501515
7	AOK	501516
8	AOK	501517
9	AOK	501518
10	AOK	501523
11	AOK	501524
12	AOK	501525
13	AOK	501526
14	AOK	501527
15	AOK	501528
16	AOK	501529
17	AOK	501530
18	AOK	501531
19	AOK	501532
20	AOK	501533
21	AOK	501534
22	AOK	501535
23	AOK	501536
24	AOK	501537
25	AOK	501538
26	AOK	501539
27	AOK	501540
28	AOK	501541
29	AOK	501542
30	AOK	501543
31	AOK	501544
32	AOK	501545
33	AOK	501546
34	AOK	501547
35	AOK	501548

Car Number		
36	AOK	501549
37	AOK	501550
38	AOK	501551
39	AOK	501553
40	AOK	501554
41	AOK	501555
42	AOK	501556
43	AOK	501557
44	AOK	501558
45	AOK	501559
46	AOK	501560
47	AOK	501561
48	AOK	501562
49	AOK	501563
50	AOK	501564
51	AOK	501565
52	AOK	501566
53	AOK	501567
54	AOK	501568
55	AOK	501569
56	AOK	501570
57	AOK	501571
58	AOK	501572
59	AOK	501573
60	AOK	501574
61	AOK	501575
62	AOK	501576
63	AOK	501577
64	AOK	501578
65	AOK	501579
66	AOK	501580
67	AOK	501581
68	AOK	501582
69	AOK	501583
70	AOK	501584