

**THE
GREENBRIER
COMPANIES**

RECORDATION NO 18209-F FILED

The Greenbrier Companies, Inc.

JUN 05 '08

10-55 AM

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

SURFACE TRANSPORTATION BOARD

June 2, 2008

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001



Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Third Amendment dated May 19, 2008, effective July 1, 2007 to Memorandum of Lease Agreement for Schedule No. 1 dated as of November 18, 1992, 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 made and entered into as of November 18, 1992, which was duly filed and recorded on April 26, 1993 and assigned Recordation Number 18209.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

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

Four (4) 40-foot Maxi-I's bearing reporting marks and numbers BNSF 270180, BNSF 270181, BNSF 270182 and BNSF 270183

Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

Ms. Anne K. Quinlan

June 2, 2008

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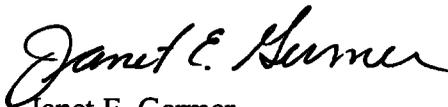
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Third Amendment Dated May 19, 2008, effective July 1, 2007 to Memorandum of Lease Agreement for Schedule No. 1 dated as of November 18, 1992, to a Lease Agreement dated as of November 18, 1992, between Greenbrier Leasing Company LLC (formerly known as Greenbrier Leasing Corporation) Lessor, and BNSF Railway Company (formerly known as The Atchison Topeka and Santa Fe Railway Company), Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosures

cc: Robert W. Alvord, Esq.

THIRD AMENDMENT

DATED: MAY 19, 2008
EFFECTIVE: JULY 1, 2007

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")

AND

BNSF RAILWAY COMPANY,
formerly known as The Atchison, Topeka and Santa Fe Railway Company ("LESSEE")

NOVEMBER 18, 1992

SCHEDULE NO. 1

NOVEMBER 18, 1992

Third Amendment dated as of May 19, 2008 and effective July 1, 2007, to the Memorandum of Lease made and entered into as of November 18, 1992 (as previously amended, the "Lease Memorandum") by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and BNSF Railway Company, a Delaware corporation, formerly known as The Atchison, Topeka and Santa Fe Railway Company ("Lessee").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of twenty (20) five-unit Maxi-Stack® I 125-ton intermediate truck intermodal container railcars (Maxi-Is"); and

WHEREAS, Lessor and Lessee have previously executed amendments, dated May 20, 1994 and August 30, 1995, to the Lease Memorandum reflecting amendments to the underlying lease which removed the Maxi-Is, substituted ten (10) Maxi-Stack® III intermodal container railcars with 48-foot platforms (the "Cars"), and removed five (5) of the Cars; and

WHEREAS, Lessor and Lessee now wish to amend the Lease Memorandum to conform to an amendment to the underlying lease reflecting (a) the deletion of one of the Cars and (b) changes to the Cars' configuration and reporting marks and numbers;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, four (4) 40-foot Maxi-Is bearing reporting marks and numbers BNSF 270180, BNSF 270181, BNSF 270182 and BNSF 270183."

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: Larry Stanley

TITLE: Vice President

LESSEE:

BNSF RAILWAY COMPANY

BY: 

NAME: DOUGLAS W. LANGSTON

TITLE: AVP Intermodal/Auto Equipment

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of May, 2008, before me personally appeared _____
Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is
the Vice President of Greenbrier Leasing Company LLC and that the foregoing
instrument was signed on behalf of said company, and s/he acknowledged that the execution of
the said instrument was her/his free act and deed.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 19th day of May, 2008, before me personally appeared
DOUGLAS W. LANGSTON, to me personally known, who being by me duly sworn, says that s/he
is the AVP Intermodal/Auto Equipment of BNSF Railway Company and that the
foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the
execution of the said instrument was her or his free act and deed.



Loralie M. Surin
NOTARY PUBLIC
My commission expires: 11-13-2011