

**THE
GREENBRIER
COMPANIES**

REGISTRATION NO.

23327

FILED

The Greenbrier Companies, Inc.

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

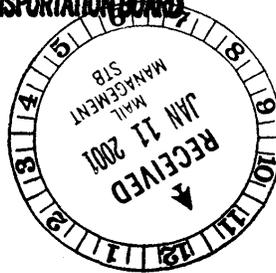
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December 28, 2000

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 11303 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of September 1, 2000, 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: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

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

Forty (40) 60-foot, Plate F boxcars equipped with double 8-foot plug doors, smooth floors, and EOCC marked and numbered on the attached Railcar Equipment List.

Also enclosed is a payment of \$26 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.

Mr. Vernon A. Williams
December 28, 2000
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A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for Rider No. 1 dated as of September 1, 2000 covering forty (40) 60-foot, Plate F boxcars equipped with double 8-foot plug doors, smooth floors, and EOCC marked and numbered on the attached Railcar Equipment List.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

JEJ:bjz
Enclosure

cc: Robert W. Alvord, Esq.

Mr. Vernon A. Williams
December 28, 2000
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RAILCAR EQUIPMENT LIST

Mark	Number
AOK	119001
AOK	119004
AOK	119017
AOK	119027
AOK	119034
AOK	119035
AOK	119038
AOK	119049
AOK	119052
AOK	119076
CRLE	19028
CRLE	19040
CRLE	19041
CRLE	19043
CRLE	19044
CRLE	19045
CRLE	19046
CRLE	19047
CRLE	19048
CRLE	19049
CRLE	19050
CRLE	19051
CRLE	19052
CRLE	19053
CRLE	19054
CRLE	19055
CRLE	19056
CRLE	19057
CRLE	19058
CRLE	19059
CRLE	19062
CRLE	19063
CRLE	19064
CRLE	19065
CRLE	19067
CRLE	19070
CRLE	19071
CRLE	19072
CRLE	19073
CRLE	19074

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

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

SEPTEMBER 1, 2000

RIDER NO. 1

Memorandum of a Lease Agreement and Rider No. 1 made and entered into as of September 1, 2000 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 forty (40) 60-foot, Plate F boxcars equipped with double 8-foot plug doors, smooth floors, and EOCC marked and numbered as indicated on the attached Railcar Equipment List.
2. Rider No. 1 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. 1.

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: Norman M. Webb

Title: Executive Vice President

LESSEE: THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: Richard D. Kuntson

Title: DIR. - CARLOAD EQUIPMENT

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 27th day of December, 2000, 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: 5/28/2002

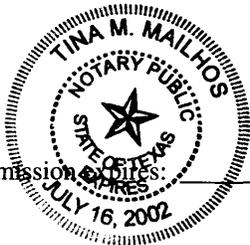


STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 18 day of December, 2000, before me personally appeared Richard Knutson, to me personally known, who being by me duly sworn, says that she is the Dir. - Carload Equipment of The Burlington Northern and Santa Fe Railway Company 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.

Tina M. Mailhos
NOTARY PUBLIC

My commission expires: _____



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RAILCAR EQUIPMENT LIST

Mark	Number
AOK	119001
AOK	119004
AOK	119017
AOK	119027
AOK	119034
AOK	119035
AOK	119038
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AOK	119052
AOK	119076
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