

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

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

June 27, 2002

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



RECORDATION NO. 17634-R FILED

JUL 2 '02 12:22 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) fully executed and acknowledged originals and two (2) photocopies of a Termination of Lease Schedules effective June 13, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Fifteenth Amendment to Master Lease Agreement dated as of March 14, 1991, which was duly filed and recorded on April 7, 1998 and assigned Recordation Number 17634-P.

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

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Union Pacific Railroad Company
as successor by merger with Southern Pacific Transportation
Company and St. Louis Southwestern Railway Company
1416 Dodge Street
Omaha, Nebraska 68179

The railroad equipment covered by the enclosed document includes three Lease Schedules and 194 railcars described as follows:

SCHEDULE NOS. 11B and 11C

One hundred fifty (150) high cube boxcars marked and numbered VCY 172004 through VCY 172299, not inclusive, more completely set forth on Exhibit A (for Schedule Nos. 11B and 11C only) to the Termination of Lease Schedules.

Mr. Vernon A. Williams
June 27, 2002
Page 2

SCHEDULE 13A

Forty-four (44) 40-foot, 100-ton copper boxcars marked and numbered GVSR 132005 through GVSR 134092, not inclusive, more completely set forth on Exhibit A (for Schedule No. 13A only) to the Termination of Lease Schedules.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Termination of Lease Schedules effective June 13, 2002 for three Lease Schedules covering 194 railcars dated December 20, 1991 and September 4, 1992 between Greenbrier Railcar, Inc. as Lessor and Union Pacific Railroad Company, as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company as Lessee.

Kindly return two stamped originals and two stamped copies of the Termination of Lease Schedules to the undersigned.

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

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 17634-R FILED

JUL 2 '02 12:22 PM

TERMINATION OF LEASE SCHEDULES

SURFACE TRANSPORTATION BOARD

This Termination of Lease Schedules effective June 13, 2002 terminates the Lease Schedules listed on Schedule A attached hereto, among Greenbrier Railcar, Inc., ("Lessor") and Union Pacific Railroad Company, as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company ("Lessee"), which were recorded with the Surface Transportation Board on April 7, 1998 under Recordation Number 17634-P.

Only those Lease Schedules attached to this termination statement are terminated. All other Lease Schedules shall remain in full force and effect.

This Termination shall not impair or terminate the rights and obligations of the parties under the Equipment Leases, which expressly survive its termination.

GREENBRIER RAILCAR, INC., Lessor

By: Norriss M. Webb

Title: Vice President

STATE OF OREGON)
) ss.
County of Clackamas)

On this 14th day of June, 2002, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc., 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 for Oregon
My commission expires: 5/28/2006

SCHEDULE A

Those Lease Schedules between Greenbrier Railcar, Inc., as Lessor and Union Pacific Railroad Company, as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company (collectively "Lessee"), as described below.

Lease Schedules

Schedule Nos. 11B and 11C dated as of December 20, 1991 between Lessor and Lessee to Master Lease Agreement dated as of March 14, 1991 between Lessor and Lessee (the "Lease") covering 150 high cube boxcars.

Schedule No. 13A dated as of September 4, 1992 between Lessor and Lessee to the Lease as amended November 18, 1992 by Amendment to Schedule No. 13A of the Lease covering 44 40-foot, 100-ton copper boxcars

Railcars

(See Exhibit A attached - pages 1 through 2)

EXHIBIT A (for Schedules No. 11B and 11C only)

Schedules 11B and 11C: The combined total for Schedule No. 11B and 11C is one hundred fifty (150) High Cube boxcars bearing the following marks and numbers:

Cars Subject to 11B (80 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 228500	VCY 172248	SP 228602	VCY 172176	SP 228843	VCY 172166
SP 228504	VCY 172245	SP 228604	VCY 172265	SP 228849	VCY 172192
SP 228505	VCY 172273	SP 228624	VCY 172235	SP 228864	VCY 172228
SP 228511	VCY 172171	SP 228629	VCY 172178	SP 228867	VCY 172251
SP 228512	VCY 172205	SP 228647	VCY 172174	SP 228870	VCY 172162
SP 228514	VCY 172184	SP 228651	VCY 172282	SP 228874	VCY 172168
SP 228519	VCY 172212	SP 228664	VCY 172194	SP 228878	VCY 172170
SP 228520	VCY 172289	SP 228667	VCY 172199	SP 228896	VCY 172197
SP 228533	VCY 172201	SP 228672	VCY 172183	SP 228897	VCY 172181
SP 228537	VCY 172264	SP 228679	VCY 172195	SP 228901	VCY 172187
SP 228540	VCY 172190	SP 228688	VCY 172231	SP 228902	VCY 172167
SP 228545	VCY 172262	SP 228690	VCY 172193	SP 228914	VCY 172210
SP 228547	VCY 172177	SP 228719	VCY 172186	SP 228916	VCY 172179
SP 228549	VCY 172223	SP 228737	VCY 172234	SP 228919	VCY 172211
SP 228550	VCY 172227	SP 228738	VCY 172269	SP 228929	VCY 172169
SP 228552	VCY 172215	SP 228748	VCY 172226	SP 228932	VCY 172182
SP 228554	VCY 172196	SP 228760	VCY 172214	SP 228933	VCY 172163
SP 228556	VCY 172272	SP 228771	VCY 172206	SP 228946	VCY 172173
SP 228559	VCY 172247	SP 228784	VCY 172165	SP 228947	VCY 172208
SP 228562	VCY 172220	SP 228788	VCY 172209	SP 228962	VCY 172172
SP 228568	VCY 172234	SP 228796	VCY 172161	SP 228968	VCY 172271
SP 228571	VCY 172198	SP 228807	VCY 172236	SP 228972	VCY 172159
SP 228582	VCY 172291	SP 228814	VCY 172255	SP 228990	VCY 172175
SP 228589	VCY 172243	SP 228827	VCY 172230	SP 228996	VCY 172268
SP 228591	VCY 172233	SP 228829	VCY 172180	SP 228997	VCY 172281
SP 228596	VCY 172249	SP 228840	VCY 172189	SP 228999	VCY 172191
SP 228599	VCY 172261	SP 228842	VCY 172288		

Cars Subject to 11C (70 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 228513	VCY 172069	SP 228644	VCY 172284	SP 228810	VCY 172295
SP 228516	VCY 172011	SP 228663	VCY 172256	SP 228815	VCY 172222
SP 228521	VCY 172160	SP 228670	VCY 172225	SP 228821	VCY 172279
SP 228522	VCY 172014	SP 228686	VCY 172296	SP 228826	VCY 172260
SP 228523	VCY 172142	SP 228697	VCY 172287	SP 228839	VCY 172246
SP 228527	VCY 172055	SP 228701	VCY 172188	SP 228850	VCY 172259
SP 228528	VCY 172071	SP 228703	VCY 172204	SP 228852	VCY 172242
SP 228530	VCY 172297	SP 228705	VCY 172285	SP 228900	VCY 172241
SP 228532	VCY 172158	SP 228708	VCY 172267	SP 228903	VCY 172298
SP 228535	VCY 172004	SP 228712	VCY 172254	SP 228915	VCY 172221
SP 228541	VCY 172090	SP 228732	VCY 172293	SP 228917	VCY 172263
SP 228543	VCY 172091	SP 228744	VCY 172203	SP 228921	VCY 172218
SP 228551	VCY 172023	SP 228747	VCY 172299	SP 228926	VCY 172275
SP 228566	VCY 172283	SP 228753	VCY 172277	SP 228928	VCY 172232
SP 228576	VCY 172294	SP 228757	VCY 172266	SP 228935	VCY 172219
SP 228601	VCY 172185	SP 228766	VCY 172292	SP 228969	VCY 172258
SP 228607	VCY 172202	SP 228768	VCY 172290	SP 228970	VCY 172253
SP 228610	VCY 172240	SP 228777	VCY 172207	SP 228971	VCY 172274
SP 228611	VCY 172244	SP 228779	VCY 172257	SP 228973	VCY 172213
SP 228616	VCY 172229	SP 228781	VCY 172270	SP 228975	VCY 172239
SP 228623	VCY 172200	SP 228787	VCY 172276	SP 228976	VCY 172286
SP 228626	VCY 172280	SP 228793	VCY 172278	SP 228991	VCY 172250
SP 228640	VCY 172238	SP 228797	VCY 172216		
SP 228641	VCY 172217	SP 228804	VCY 172252		

EXHIBIT A (for Schedule No. 13A only)

Schedule 13A: The total for Schedule No. 13A is forty-four (44) 40-foot, 100-ton Copper boxcars bearing the following marks and numbers:

Cars Subject to 13A (44 cars):

OLD CAR NUMBER	FINAL CAR NUMBER						
SP 605009	GVSR 132035	SP 605074	GVSR 132032	SP 605195	GVSR 132036	SP 605314	GVSR 134074
SP 605010	GVSR 132037	SP 605079	GVSR 132005	SP 605211	GVSR 132024	SP 605345	GVSR 134075
SP 605017	GVSR 132041	SP 605089	GVSR 132119	SP 605226	GVSR 132034	SP 605369	GVSR 134029
SP 605018	GVSR 132031	SP 605096	GVSR 132038	SP 605233	GVSR 132053	SP 605382	GVSR 134012
SP 605022	GVSR 132043	SP 605136	GVSR 132050	SP 605238	GVSR 132054	SP 605404	GVSR 134037
SP 605032	GVSR 132044	SP 605148	GVSR 132109	SP 605257	GVSR 132103	SP 605408	GVSR 134085
SP 605034	GVSR 132046	SP 605149	GVSR 132105	SP 605283	GVSR 132122	SP 605446	GVSR 134038
SP 605039	GVSR 132047	SP 605159	GVSR 132096	SP 605285	GVSR 132056	SP 605464	GVSR 134080
SP 605058	GVSR 132049	SP 605167	GVSR 132023	SP 605288	GVSR 132052	SP 605529	GVSR 134087
SP 605064	GVSR 132016	SP 605178	GVSR 132025	SP 605304	GVSR 134092	SP 605536	GVSR 134083
SP 605066	GVSR 132111	SP 605191	GVSR 132123	SP 605313	GVSR 134028	SP 605540	GVSR 134088