

RECORDATION NO. 23327-B FILED

**THE
GREENBRIER
COMPANIES**

FEB 10 '03

2-03 PM

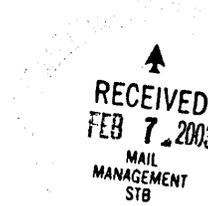
The Greenbrier Companies, Inc.

SURFACE TRANSPORTATION BOARD

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

January 31, 2003

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. 5 dated December 1, 2001, to the Lease Agreement dated as of September 1, 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 September 1, 2000, which was duly filed and recorded on January 12, 2001, and assigned Recordation Number 23327.

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 Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

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

Sixty-six (66) 60-foot, 100-ton, Plate F boxcars equipped with double 8-foot plug doors and EOCC. The boxcar marks and numbers are set forth in the attached Railcar List.

Mr. Vernon A. Williams
January 31, 2003
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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 Rider No. 5 dated as of December 1, 2001, to a Lease Agreement dated as of September 1, 2000, between Greenbrier Leasing Corporation, Lessor, and The Burlington Northern Santa Fe Railway Company, Lessee.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

JEJ
Enclosure

cc: Robert W. Alvord, Esq.

EXHIBIT A

CANDIDATE RAILCARS

| | | | |
|-----|--------|-------------|--------|
| AOK | 119002 | AOK | 119088 |
| AOK | 119003 | AOK | 119089 |
| AOK | 119005 | AOK | 119092 |
| AOK | 119008 | AOK | 119097 |
| AOK | 119010 | CRLE | 19308 |
| AOK | 119013 | CRLE | 19311 |
| AOK | 119016 | CRLE | 19312 |
| AOK | 119018 | CRLE | 19330 |
| AOK | 119021 | CRLE | 19335 |
| AOK | 119022 | CRLE | 19336 |
| AOK | 119025 | CRLE | 19370 |
| AOK | 119026 | CRLE | 19383 |
| AOK | 119028 | CRLE | 19385 |
| AOK | 119030 | CRLE | 19386 |
| AOK | 119031 | CRLE | 19400 |
| AOK | 119033 | CRLE | 19408 |
| AOK | 119036 | CRLE | 19415 |
| AOK | 119037 | CRLE | 19421 |
| AOK | 119039 | CRLE | 19423 |
| AOK | 119040 | CRLE | 19424 |
| AOK | 119043 | CRLE | 19473 |
| AOK | 119044 | CRLE | 19476 |
| AOK | 119046 | CRLE | 19485 |
| AOK | 119047 | CRLE | 19493 |
| AOK | 119048 | CRLE | 19496 |
| AOK | 119050 | | |
| AOK | 119053 | Total Cars: | 66 |
| AOK | 119054 | | |
| AOK | 119061 | | |
| AOK | 119063 | | |
| AOK | 119066 | | |
| AOK | 119068 | | |
| AOK | 119069 | | |
| AOK | 119070 | | |
| AOK | 119071 | | |
| AOK | 119074 | | |
| AOK | 119080 | | |
| AOK | 119082 | | |
| AOK | 119083 | | |
| AOK | 119086 | | |
| AOK | 119087 | | |

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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. 5

DATED AS OF DECEMBER 1, 2001

Memorandum of a Lease Agreement for Rider No. 5 dated as of December 1, 2001 to a Lease Agreement 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 sixty-six (66) 60-foot, 100-ton, Plate F boxcars equipped with double 8-foot plug doors and EOCC. The boxcar marks and numbers are set forth in the attached Railcar List.
2. Rider No. 5 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. 5.

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: Warren M. Webb

Title: Executive Vice President

LESSEE: THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: Richard J. Farmer

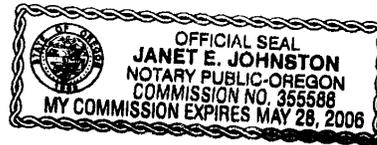
Title: AVP Railroad Equipment

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 29th day of January, 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 31st day of January, 2003, before me personally appeared Kathryn Farmer, to me personally known, who being by me duly sworn, says that s/he is the APD Railroad 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.



Joyia E. Simmons
NOTARY PUBLIC

My commission expires: 3-23-2004