

**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. 23327-k FILED

April 8, 2004

APR 15 '04 1:37 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. 10 dated December 1, 2003, 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 and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

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

Two hundred (200) 73-foot, 263,000 GRL, riserless deck centerbeam flatcars marked and numbered BNSF 562675 through BNSF 562874, inclusive.

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.

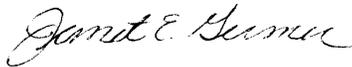
Mr. Vernon A. Williams  
April 8, 2004  
Page 2

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

Memorandum of Rider No. 10 dated as of December 1, 2003, to a Lease Agreement dated as of September 1, 2000 between Greenbrier Leasing Corporation, Lessor, and The Burlington Northern and Santa Fe Railway Company, Lessee.

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

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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*MEMORANDUM OF LEASE AGREEMENT*

*BETWEEN*

*GREENBRIER LEASING CORPORATION ("LESSOR")*

*AND*

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

*SEPTEMBER 1, 2000*

*RIDER NO. 10*

*DATED AS OF DECEMBER 1, 2003*

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Memorandum of a Lease Agreement for Rider No. 10 dated as of December 1, 2003 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 Lessee has agreed to lease from Lessor two hundred (200) 110-ton, 286,000 lb. GRL, 73-foot, Plate C, AAR Class FBC, riserless deck centerbeam flatcars with canted flush lading decks and fabricated top chords, bearing reporting marks and numbers BNSF 562675 through BNSF 562874, inclusive.
2. Rider No. 10 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. 10.

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: E. V. P.

LESSEE: THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: [Signature]

Title: VP business unit ops

