

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

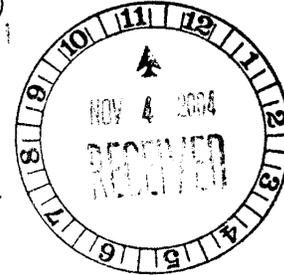
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

November 1, 2004

RECORDATION NO. 23327-0 FILED

NOV 04 '04 12-18 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. 12 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:

Three hundred fifty-two (352) 100-ton, 4,170 cubic foot "tub" gondola railcars and other gondola or hopper railcars for coal service marked and numbered in the series GBRX 92001 through GBRX 93221, non-inclusive, more particularly described in the attached Railcar List.

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.

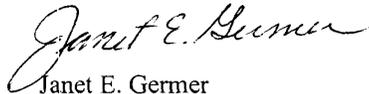
Mr. Vernon A. Williams
November 1, 2004
Page 2

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

Memorandum of Rider No. 12 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

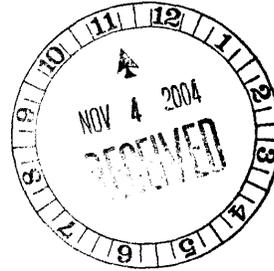
jeg
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 23327-0 FILED

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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. 12

DATED AS OF DECEMBER 1, 2003

Memorandum of a Lease Agreement for Rider No. 12 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 the Lessee has agreed to lease from Lessor three hundred fifty-two (352) 100-ton, 4,170 cubic foot "tub" gondola railcars and other gondola or hopper railcars for coal service. The railcar marks and numbers are set forth in the attached Railcar List.
2. Rider No. 12 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. 12.

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: _____

Noonies M. Webb

Title: Executive Vice President

LESSEE: THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: _____

John P. Lang

Title: 10/27/04

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 29th day of October, 2004, 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.

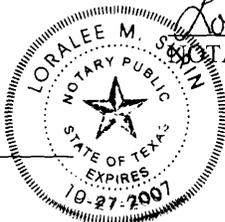
Janet E Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 27th day of October, 2004, before me personally appeared John P. Lanigan, Jr., to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President & CMO 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.



My commission expires: _____

RAILCAR LIST

GBRX	92001
GBRX	92002
GBRX	92003
GBRX	92004
GBRX	92005
GBRX	92006
GBRX	92007
GBRX	92008
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GBRX	93199
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GBRX	93208
GBRX	93209
GBRX	93210
GBRX	93211
GBRX	93212
GBRX	93213
GBRX	93214
GBRX	93218
GBRX	93220

GBRX	93221
Total	352