

**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-P FILED

September 14, 2005

SEP 16 '05

2-39 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. 15 dated September 1, 2005 effective January 1, 2005, 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: BNSF Railway Company
formerly known as 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 eighty-seven (287) 60-foot, Plate F or Plate G boxcars with double 8-foot doors. The railcars are marked and numbered in the series CRLE 19010 through CRLE 19496, non-inclusive and AOK 11200 through AOK 119097, non-inclusive, as more particularly described in the attached Rail Equipment List.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
September 14, 2005
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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. 15 dated as of September 1, 2005 effective January 1, 2005, to a Lease Agreement dated as of September 1, 2000, between Greenbrier Leasing Corporation, Lessor, and BNSF Railway Company, formerly known as 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.

RAIL EQUIPMENT LIST

CAR MARK	CAR NUMBER
CRLE	19010
CRLE	19011
CRLE	19012
CRLE	19013
CRLE	19014
CRLE	19015
CRLE	19016
CRLE	19017
CRLE	19019
CRLE	19020
CRLE	19021
CRLE	19022
CRLE	19023
CRLE	19024
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CRLE	19056
CRLE	19057
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CAR MARK	CAR NUMBER
CRLE	19059
CRLE	19060
CRLE	19061
CRLE	19062
CRLE	19063
CRLE	19064
CRLE	19065
CRLE	19066
CRLE	19067
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CRLE	19124
CRLE	19125
CRLE	19128
CRLE	19129
CRLE	19133
CRLE	19308
CRLE	19311

CAR MARK	CAR NUMBER
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CRLE	19330
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CRLE	19336
CRLE	19370
CRLE	19383
CRLE	19385
CRLE	19386
CRLE	19400
CRLE	19408
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CAR MARK	CAR NUMBER
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CAR MARK	CAR NUMBER
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CAR MARK	CAR NUMBER
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AOK	119034
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AOK	119086
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Total Cars: 287

RECORDATION NO. 23327-P FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BNSF RAILWAY COMPANY ("LESSEE")

SEPTEMBER 1, 2000

RIDER NO. 15

DATED AS OF SEPTEMBER 1, 2005

EFFECTIVE AS OF JANUARY 1, 2005

Memorandum of a Lease Agreement for Rider No. 15 dated September 1, 2005 and effective as of January 1, 2005 to a Lease Agreement made and entered into as of September 1, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and BNSF Railway Company, a Delaware corporation, formerly known as The Burlington Northern and Santa Fe Railway Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred eighty-seven (287) 60-foot, Plate F or Plate G boxcars with double 8-foot doors. The railcars are marked and numbered as indicated on the attached Rail Equipment List.
2. Rider No. 15 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. 15, as each may be amended from time to time.

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:  _____

Title: Vice President

LESSEE: BNSF RAILWAY COMPANY

By:  _____

Title: EVP + CMO

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 7th day of September, 2005, before me personally appeared Larry G. Brady, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Margaret E. Vallejos
NOTARY PUBLIC

My commission expires: May 17, 2008

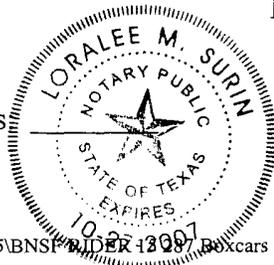


STATE OF Texas)
) ss.
COUNTY OF TARRANT)

On this 6th day of September, 2005, before me personally appeared John P. Lanigan Jr, to me personally known, who being by me duly sworn, says that s/he is the EVP & CMC of BNSF 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.

Loralee M. Surin
NOTARY PUBLIC

My commission expires:



RAIL EQUIPMENT LIST

CAR MARK	CAR NUMBER
CRLE	19010
CRLE	19011
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AOK	119097

Total Cars: 287