

**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-D FILED

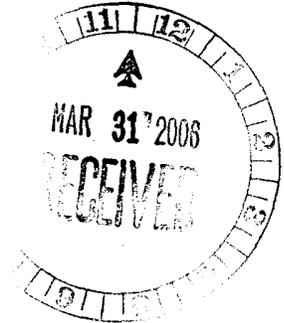
March 29, 2006

APR 03 '06

11-12 AM

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. 14 dated March 14, 2006, effective December 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 Company LLC  
formerly known as Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

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

Three hundred (300) 73-foot, 110-ton, riserless deck center partition flatcars with canted flush lading decks and fabricated top chords designed for a gross rail load of 286,000 lbs. The railcars are marked and numbered BNSF 561700 through BNSF 561999, inclusive.

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

March 29, 2006

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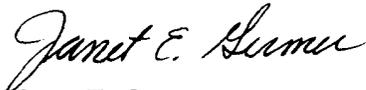
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Rider No. 14 dated as of March 14, 2006, effective December 1, 2005, to a Lease Agreement dated as of September 1, 2000 between Greenbrier Leasing Company LLC, (formerly known as Greenbrier Leasing Corporation), Lessor, and BNSF 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-Q FILED

APR 03 '06

11-12 AM

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***BNSF RAILWAY COMPANY ("LESSEE")***

***SEPTEMBER 1, 2000***

***RIDER NO. 14***

***DATED: MARCH 14, 2006***

***EFFECTIVE: DECEMBER 1, 2005***

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Memorandum of a Lease Agreement for Rider No. 14 dated March 14, 2005, to be effective December 1, 2005, to a Lease Agreement made and entered into as of September 1, 2000 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and BNSF 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 (300) 73-foot, 110-ton, riserless deck center partition flat cars with canted flush lading decks and fabricated top chords designed for a gross rail load of 286,000 lbs. The railcars are marked and numbered BNSF 561700 through BNSF 561999, inclusive.
2. Rider No. 14 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. 14, 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 COMPANY LLC

By: Norman M. Webb

Title: Executive Vice President

LESSEE: BNSF RAILWAY COMPANY

By: 76 Draper

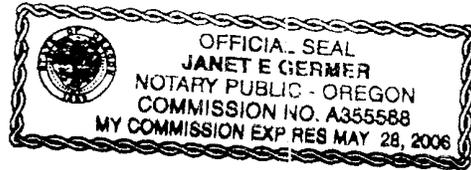
Title: N.P. Business Unit Operations

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 28<sup>th</sup> day of March, 2006, before me personally appeared Abriiss M. Lake bb, to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/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 27<sup>th</sup> day of March, 2006, before me personally appeared J. S. Draper, to me personally known, who being by me duly sworn, says that s/he is the VP Business Unit Operations of BNSF Railway Company and 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.

Lorelei M. Surin  
NOTARY PUBLIC

A circular notary seal with a dotted border. The text inside reads: "LORELEI M. SURIN", "NOTARY PUBLIC - OREGON", and "MY COMMISSION EXP RES MAY 28, 2006".

My commission expires: \_\_\_\_\_