



RECORDATION NO. 26625 - E FILED

NOV 27 '06 -11 5 4 AM

The Greenbrier Companies, Inc.

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

SURFACE TRANSPORTATION BOARD

November 22, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006

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 a Memorandum of Lease Agreement for Schedule No. 3 dated as of November 21, 2006, effective September 1, 2006, 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 June 1, 2006, which was duly filed and recorded on October 17, 2006 and assigned Recordation Number 26625.

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  
2650 Lou Menk Drive, 1<sup>st</sup> Floor  
Fort Worth, TX 76131-2830

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

Two hundred (200) newly built, 5,188 cubic foot, 286,000 GRL, through-sill covered hopper railcars marked and numbered BNSF 484400 through BNSF 484610, excluding BNSF 484483, BNSF 484486, BNSF 484489, BNSF 484499, BNSF 484509, BNSF 484510, BNSF 484511, BNSF 484600, BNSF 484606, BNSF 484607 and BNSF 484609.

Mr. Vernon A. Williams

November 22, 2006

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Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

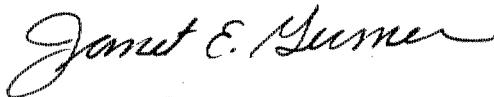
Kindly return two stamped originals and two photocopies of the enclosed document to the undersigned.

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

Memorandum of Lease Agreement for Schedule No. 3 dated as of November 21, 2006, effective September 1, 2006, to a Lease Agreement dated as of June 1, 2006, between Greenbrier Leasing Company LLC, Lessor, and BNSF Railway Company, Lessee.

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

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosures

cc: Robert W. Alvord, Esq.

MEMORANDUM OF FULL SERVICE RAILCAR LEASE NOV 23 2006 -11 54 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 21<sup>st</sup> day of November, 2006, to that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and Schedule No. 03 thereto dated as of November 21, 2006 and effective as of September 1, 2006, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and that certain Schedule No. 03 thereto dated as of November 21, 2006 and effective as of September 1, 2006 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

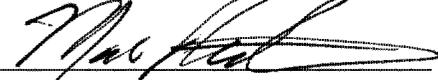
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY LLC, as Lessor

By: 

Name: Mark Rittenbaum

Title: Vice President

BNSF RAILWAY COMPANY, as Lessee

By: 

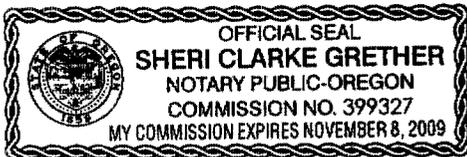
Name: F. B. DRAPER

Title: VP

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STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

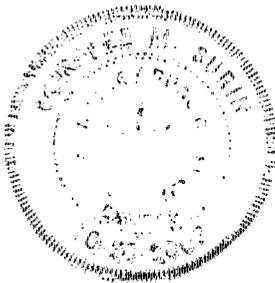
On this 22nd day of November, 2006, before me personally appeared Mark Rittenbaum, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ of his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: 11-8-2009

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

On this 21st day of November, 2006, before me personally appeared F. G. 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.



Loualee M. Surin  
NOTARY PUBLIC  
My commission expires: 10-27-2007

**EXHIBIT A**

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Two Hundred (200)	Newly built, 5,188 cubic foot, 286,000 GRL, through-sill covered hopper railcars.	BNSF 484400 through BNSF 484610, excluding BNSF 484483, BNSF 484486, BNSF 484489, BNSF 484499, BNSF 484509; BNSF 484510, BNSF 484511, BNSF 484600, BNSF 484606, BNSF 484607 and BNSF 484609.