

**THE
GREENBRIER
COMPANIES**

RECORDATION NO. 23327-V FILED

NOV 26 '07

3-30 PM

SURFACE TRANSPORTATION BOARD

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200

Lake Oswego Oregon 97035

503 684 7000 Fax 503 684 7553

November 20, 2007

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 Amended and Restated Amendment No. 1 dated October 30, 2007, effective January 1, 2007 to Memorandum of Lease for 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 Memorandum of 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
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-two (282) 60-foot, Plate F or Plate G boxcars with double 8-foot doors. The railcars are marked and numbered in the series AOK 11200 through AOK 119099, non-inclusive, as more particularly described in the attached Rail Equipment List.

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Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

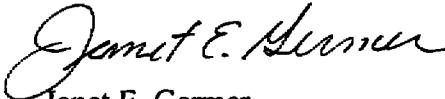
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Amended and Restated Amendment No. 1 dated October 30, 2007 effective January 1, 2007 to Memorandum of Lease for 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 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
Enclosure

cc: Robert W. Alvord, Esq.

NOV 28 '07

3-30 PM

SURFACE TRANSPORTATION BOARD

AMENDED AND RESTATED AMENDMENT NO. 1

DATED: OCTOBER 30, 2007
EFFECTIVE: JANUARY 1, 2007

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")

AND

BNSF RAILWAY COMPANY,
formerly known as The Burlington Northern and Santa Fe Railway Company ("LESSEE")

SEPTEMBER 1, 2000

RIDER NO. 15

DATED: SEPTEMBER 1, 2005
EFFECTIVE: JANUARY 1, 2005

Amended and Restated Amendment No. 1 dated October 30, 2007, effective January 1, 2007, to Memorandum of Lease made and entered into on September 1, 2005, effective as of January 1, 2005, 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, formerly known as The Burlington Northern and Santa Fe Railway Company ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of two hundred eighty-seven (287) 60-foot, Plate F or Plate G boxcars with double 8-foot doors under Rider No. 15 (the "Rider") to that certain Lease Agreement dated September 1, 2000; and

WHEREAS, Lessor and Lessee executed an Amendment No. 1 to the Lease Memorandum, which was filed with the Surface Transportation Board under Recordation No. 23327-U on August 23, 2007, in connection with Amendment No. 2 to the Rider; and

WHEREAS, Lessor and Lessee now wish to amend the Lease Memorandum to conform to the amendment and restatement of Amendment No. 2 to the Rider deleting one hundred fifteen (115) of the railcars and adding one hundred ten (110) additional railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred eighty-two (282) 60-foot, Plate F or Plate G boxcars with double 8-foot doors bearing marks and numbers as reflected on the attached Amended Railcar List."

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

BNSF RAILWAY COMPANY

BY: Norris M. Webb

BY: John P. Lanigan, Jr.

NAME: Norris M. Webb

NAME: John P. Lanigan, Jr.

TITLE: Executive Vice President

TITLE: Executive Vice President & CMO

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 14th day of November, 2007, before me personally appeared _____
Norris M. Webb, 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: 5/28/2010

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 6 day of November, 2007, 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 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.



Tina M. Mailhos
NOTARY PUBLIC
My commission expires: 7-18-2010

AMENDED RAILCAR LIST

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
AOK	112000	AOK	112043	AOK	112085	AOK	112127
AOK	112001	AOK	112044	AOK	112086	AOK	112128
AOK	112002	AOK	112045	AOK	112087	AOK	112129
AOK	112003	AOK	112046	AOK	112088	AOK	112130
AOK	112004	AOK	112047	AOK	112089	AOK	112131
AOK	112005	AOK	112048	AOK	112090	AOK	112132
AOK	112006	AOK	112049	AOK	112091	AOK	112133
AOK	112007	AOK	112050	AOK	112092	AOK	112134
AOK	112008	AOK	112051	AOK	112093	AOK	112136
AOK	112009	AOK	112052	AOK	112094	AOK	112137
AOK	112010	AOK	112053	AOK	112095	AOK	112138
AOK	112011	AOK	112054	AOK	112096	AOK	112139
AOK	112012	AOK	112055	AOK	112097	AOK	112140
AOK	112013	AOK	112056	AOK	112098	AOK	112141
AOK	112014	AOK	112057	AOK	112099	AOK	112142
AOK	112015	AOK	112058	AOK	112100	AOK	112143
AOK	112016	AOK	112059	AOK	112101	AOK	112144
AOK	112017	AOK	112060	AOK	112102	AOK	112145
AOK	112018	AOK	112061	AOK	112103	AOK	112146
AOK	112019	AOK	112062	AOK	112104	AOK	112147
AOK	112020	AOK	112063	AOK	112105	AOK	112148
AOK	112021	AOK	112064	AOK	112106	AOK	112149
AOK	112022	AOK	112065	AOK	112107	AOK	112200
AOK	112024	AOK	112066	AOK	112108	AOK	112201
AOK	112025	AOK	112067	AOK	112109	AOK	112202
AOK	112026	AOK	112068	AOK	112110	AOK	112203
AOK	112027	AOK	112069	AOK	112111	AOK	112204
AOK	112028	AOK	112070	AOK	112112	AOK	112205
AOK	112029	AOK	112071	AOK	112113	AOK	112207
AOK	112030	AOK	112072	AOK	112114	AOK	112209
AOK	112031	AOK	112073	AOK	112115	AOK	112210
AOK	112032	AOK	112074	AOK	112116	AOK	112211
AOK	112033	AOK	112075	AOK	112117	AOK	112212
AOK	112034	AOK	112076	AOK	112118	AOK	112213
AOK	112035	AOK	112077	AOK	112119	AOK	112214
AOK	112036	AOK	112078	AOK	112120	AOK	112215
AOK	112037	AOK	112079	AOK	112121	AOK	112216
AOK	112038	AOK	112080	AOK	112122	AOK	112218
AOK	112039	AOK	112081	AOK	112123	AOK	112219
AOK	112040	AOK	112082	AOK	112124	AOK	112221
AOK	112041	AOK	112083	AOK	112125	AOK	112222
AOK	112042	AOK	112084	AOK	112126	AOK	112223

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
AOK	112224	AOK	112258	AOK	112293	AOK	119051
AOK	112225	AOK	112259	AOK	112295	AOK	119052
AOK	112226	AOK	112260	AOK	112296	AOK	119055
AOK	112227	AOK	112261	AOK	112297	AOK	119057
AOK	112228	AOK	112262	AOK	112298	AOK	119058
AOK	112229	AOK	112263	AOK	112299	AOK	119059
AOK	112230	AOK	112264	AOK	119000	AOK	119060
AOK	112231	AOK	112266	AOK	119001	AOK	119064
AOK	112232	AOK	112267	AOK	119002	AOK	119065
AOK	112233	AOK	112268	AOK	119003	AOK	119073
AOK	112234	AOK	112269	AOK	119004	AOK	119076
AOK	112235	AOK	112270	AOK	119005	AOK	119078
AOK	112236	AOK	112271	AOK	119008	AOK	119084
AOK	112237	AOK	112272	AOK	119009	AOK	119085
AOK	112238	AOK	112273	AOK	119010	AOK	119086
AOK	112239	AOK	112274	AOK	119011	AOK	119087
AOK	112240	AOK	112275	AOK	119012	AOK	119088
AOK	112242	AOK	112278	AOK	119013	AOK	119089
AOK	112243	AOK	112279	AOK	119015	AOK	119092
AOK	112244	AOK	112280	AOK	119016	AOK	119094
AOK	112246	AOK	112281	AOK	119017	AOK	119095
AOK	112247	AOK	112282	AOK	119018	AOK	119097
AOK	112248	AOK	112283	AOK	119024	AOK	119098
AOK	112249	AOK	112284	AOK	119027	AOK	119099
AOK	112250	AOK	112285	AOK	119034	Total	282
AOK	112251	AOK	112286	AOK	119035		
AOK	112252	AOK	112287	AOK	119038		
AOK	112253	AOK	112288	AOK	119042		
AOK	112254	AOK	112290	AOK	119045		
AOK	112256	AOK	112292	AOK	119049		