

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

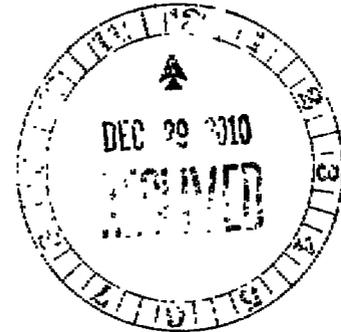
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 26665K FILED

December 27, 2010

DEC 29 '10 -2 30 PM

SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

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 Full Service Railcar Lease dated as of December 16, 2010 and effective July 15, 2010, for Schedule No. 12 dated as of December 16, 2010, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Master Full Service Railcar Lease dated as of October 12, 2006 and effective June 1, 2006, which was duly filed and recorded on October 17, 2006 and assigned Recordation Number 26665.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

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

Five hundred (500) 3,250 cubic foot covered hopper railcars marked and numbered AOK 492300 through AOK 492799.

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

Section Chief
Surface Transportation Board
December 27, 2010
Page 2

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

Memorandum of Full Service Railcar Lease dated December 16, 2010 and effective July 15, 2010 for Schedule No. 12.

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

Sincerely,



Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

DEC 29 '10 -2 30 PM MEMORANDUM OF FULL SERVICE RAILCAR LEASE

DEC 29 '10

BUNNELL TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of December 16, 2010, to that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and Schedule No. 12 thereto dated as of December 16, 2010 and effective as of July 15, 2010, 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. 12 thereto dated as of December 16, 2010 and effective as of July 15, 2010 (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;

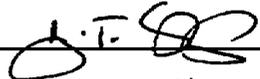
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee 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: J. T. Sharp
Title: President

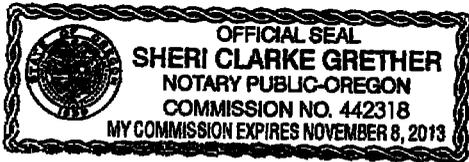
BNSF RAILWAY COMPANY, as Lessee

By: 
Name: JOHN P. LANIGAN, JR
Title: Executive Vice President & CMO

G:\LEASE\2010\BNSF MEMO OF SCHED 12 500 HOPPERS 071510 V1.doc

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of December, 2010, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the 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.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 16th day of December, 2010, 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 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.



Lorelee M. Surin
NOTARY PUBLIC
My commission expires: Nov. 13, 2011

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Five hundred (500)	3,250 c.f. covered hopper railcars, 286,000 lbs. GRL, with three 30" circular loading hatches and two 13" by 42" discharge gates.	AOK 492300 through AOK 492799, inclusive.