

**GREENBRIER**  
**LEASING COMPANY LLC**

RECORDATION NO. 23327-X FEB

FEB 16 '11

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**SURFACE TRANSPORTATION BOARD**

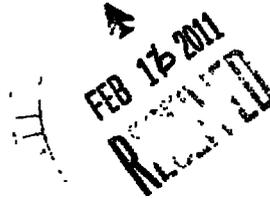
Greenbrier Leasing Company LLC

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

February 14, 2011

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 Amendment No. 1 dated as of February 4, 2011 to Memorandum of Lease Agreement for Rider No. 3 dated as of April 1, 2002, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated 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  
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:

Two hundred fifty-three (253) 4,750 cubic foot covered hopper railcars marked and numbered within the series AOK 181050 to AOK 182113.

Section Chief  
Surface Transportation Board  
February 14, 2011  
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Please return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Amendment No. 1 dated February 4, 2011 to Memorandum of Lease Agreement for Rider No. 3.

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

Sincerely,



Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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**AMENDMENT NO. 1**

**DATED: FEBRUARY 4<sup>th</sup> 2011**

**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. 3**

**APRIL 1, 2002**

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First Amendment dated as of February ~~4th~~ 2011 to the Memorandum of Lease Agreement made and entered into as of April 1, 2002 (the "Lease Memorandum") 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").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of five hundred fifty (550) 100-ton, 4,750 cubic foot covered hopper railcars and 100-ton, 5,150 cubic foot covered hopper railcars (the "Cars"); and

WHEREAS, Lessor and Lessee now wish to amend the Lease Memorandum to conform to one or more amendments to the underlying lease reflecting additions and removals of certain of the Cars subject thereto;

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, up to three hundred (300) 100-ton, 4,750 cubic foot covered hopper railcars and 100-ton, 5,150 cubic foot covered hopper railcars, including but not limited to the two hundred fifty-three (253) railcars marked and numbered as indicated in 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: J.T. Shang

BY: Richard A. Margl

NAME: J.T. Shang

NAME: RICHARD A. MARGL

TITLE: President

TITLE: AVP Carload Equipment

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

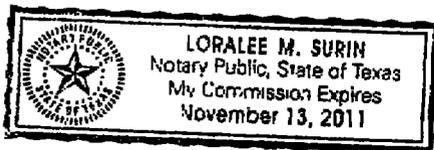
On this 7<sup>th</sup> day of February, 2011, before me personally appeared \_\_\_\_\_  
James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is  
the President of Greenbrier Leasing Company LLC and that the foregoing  
instrument was signed on behalf of said company, and 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 4<sup>th</sup> day of February, 2011, before me personally appeared  
RICHARD A. MARGL \_\_\_\_\_, to me personally known, who being by me duly sworn, says that s/he  
is the AVP Carload Equipment 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.



Loralie M. Surin  
NOTARY PUBLIC  
My commission expires: 11-13-2011

**AMENDED RAILCAR LIST**

| <b>Mark</b> | <b>Number</b> |
|-------------|---------------|-------------|---------------|-------------|---------------|-------------|---------------|-------------|---------------|
| AOK         | 181050        | AOK         | 181159        | AOK         | 181372        | AOK         | 181446        | AOK         | 181502        |
| AOK         | 181051        | AOK         | 181161        | AOK         | 181373        | AOK         | 181449        | AOK         | 181506        |
| AOK         | 181052        | AOK         | 181163        | AOK         | 181374        | AOK         | 181452        | AOK         | 181507        |
| AOK         | 181058        | AOK         | 181164        | AOK         | 181376        | AOK         | 181453        | AOK         | 181510        |
| AOK         | 181059        | AOK         | 181165        | AOK         | 181377        | AOK         | 181455        | AOK         | 181517        |
| AOK         | 181060        | AOK         | 181167        | AOK         | 181378        | AOK         | 181456        | AOK         | 181521        |
| AOK         | 181117        | AOK         | 181168        | AOK         | 181380        | AOK         | 181457        | AOK         | 181522        |
| AOK         | 181119        | AOK         | 181169        | AOK         | 181381        | AOK         | 181458        | AOK         | 181523        |
| AOK         | 181121        | AOK         | 181173        | AOK         | 181391        | AOK         | 181459        | AOK         | 181529        |
| AOK         | 181127        | AOK         | 181175        | AOK         | 181393        | AOK         | 181462        | AOK         | 181533        |
| AOK         | 181128        | AOK         | 181177        | AOK         | 181401        | AOK         | 181463        | AOK         | 181555        |
| AOK         | 181129        | AOK         | 181180        | AOK         | 181403        | AOK         | 181465        | AOK         | 181566        |
| AOK         | 181130        | AOK         | 181184        | AOK         | 181407        | AOK         | 181467        | AOK         | 181567        |
| AOK         | 181131        | AOK         | 181188        | AOK         | 181410        | AOK         | 181472        | AOK         | 181570        |
| AOK         | 181132        | AOK         | 181190        | AOK         | 181411        | AOK         | 181474        | AOK         | 181575        |
| AOK         | 181133        | AOK         | 181234        | AOK         | 181413        | AOK         | 181477        | AOK         | 181594        |
| AOK         | 181135        | AOK         | 181263        | AOK         | 181417        | AOK         | 181478        | AOK         | 181595        |
| AOK         | 181136        | AOK         | 181264        | AOK         | 181421        | AOK         | 181479        | AOK         | 181596        |
| AOK         | 181137        | AOK         | 181265        | AOK         | 181423        | AOK         | 181480        | AOK         | 181602        |
| AOK         | 181139        | AOK         | 181310        | AOK         | 181425        | AOK         | 181481        | AOK         | 181613        |
| AOK         | 181140        | AOK         | 181353        | AOK         | 181427        | AOK         | 181482        | AOK         | 181614        |
| AOK         | 181141        | AOK         | 181355        | AOK         | 181428        | AOK         | 181483        | AOK         | 181615        |
| AOK         | 181143        | AOK         | 181356        | AOK         | 181432        | AOK         | 181486        | AOK         | 181618        |
| AOK         | 181144        | AOK         | 181358        | AOK         | 181433        | AOK         | 181488        | AOK         | 181632        |
| AOK         | 181146        | AOK         | 181360        | AOK         | 181434        | AOK         | 181493        | AOK         | 181634        |
| AOK         | 181147        | AOK         | 181363        | AOK         | 181436        | AOK         | 181494        | AOK         | 181646        |
| AOK         | 181151        | AOK         | 181365        | AOK         | 181437        | AOK         | 181495        | AOK         | 181666        |
| AOK         | 181153        | AOK         | 181367        | AOK         | 181442        | AOK         | 181496        | AOK         | 181668        |
| AOK         | 181154        | AOK         | 181368        | AOK         | 181444        | AOK         | 181498        | AOK         | 181671        |
| AOK         | 181158        | AOK         | 181370        | AOK         | 181445        | AOK         | 181501        | AOK         | 181672        |

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| <b>Mark</b> | <b>Number</b> | <b>Mark</b> | <b>Number</b> | <b>Mark</b>  | <b>Number</b>   |
|-------------|---------------|-------------|---------------|--------------|-----------------|
| AOK         | 181693        | AOK         | 181842        | AOK          | 181952          |
| AOK         | 181694        | AOK         | 181844        | AOK          | 181953          |
| AOK         | 181710        | AOK         | 181848        | AOK          | 181956          |
| AOK         | 181720        | AOK         | 181852        | AOK          | 181965          |
| AOK         | 181724        | AOK         | 181855        | AOK          | 181966          |
| AOK         | 181726        | AOK         | 181857        | AOK          | 181971          |
| AOK         | 181729        | AOK         | 181859        | AOK          | 181977          |
| AOK         | 181730        | AOK         | 181861        | AOK          | 181984          |
| AOK         | 181737        | AOK         | 181864        | AOK          | 181993          |
| AOK         | 181742        | AOK         | 181866        | AOK          | 182006          |
| AOK         | 181748        | AOK         | 181867        | AOK          | 182007          |
| AOK         | 181755        | AOK         | 181876        | AOK          | 182010          |
| AOK         | 181758        | AOK         | 181877        | AOK          | 182015          |
| AOK         | 181759        | AOK         | 181882        | AOK          | 182016          |
| AOK         | 181761        | AOK         | 181886        | AOK          | 182017          |
| AOK         | 181771        | AOK         | 181887        | AOK          | 182019          |
| AOK         | 181772        | AOK         | 181889        | AOK          | 182023          |
| AOK         | 181778        | AOK         | 181891        | AOK          | 182029          |
| AOK         | 181780        | AOK         | 181895        | AOK          | 182031          |
| AOK         | 181787        | AOK         | 181901        | AOK          | 182046          |
| AOK         | 181789        | AOK         | 181902        | AOK          | 182053          |
| AOK         | 181793        | AOK         | 181907        | AOK          | 182056          |
| AOK         | 181794        | AOK         | 181908        | AOK          | 182058          |
| AOK         | 181795        | AOK         | 181909        | AOK          | 182059          |
| AOK         | 181796        | AOK         | 181914        | AOK          | 182065          |
| AOK         | 181799        | AOK         | 181917        | AOK          | 182067          |
| AOK         | 181802        | AOK         | 181919        | AOK          | 182076          |
| AOK         | 181805        | AOK         | 181921        | AOK          | 182084          |
| AOK         | 181815        | AOK         | 181928        | AOK          | 182085          |
| AOK         | 181816        | AOK         | 181934        | AOK          | 182089          |
| AOK         | 181817        | AOK         | 181936        | AOK          | 182096          |
| AOK         | 181820        | AOK         | 181939        | AOK          | 182098          |
| AOK         | 181822        | AOK         | 181942        | AOK          | 182113          |
| AOK         | 181831        | AOK         | 181946        | <b>Total</b> | <b>253 Cars</b> |
| AOK         | 181835        | AOK         | 181948        |              |                 |