

RECORDATION NO 26665-P FILED  
August 14, 2012 01:00 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

August 14, 2012

Chief of the 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(a) are two (2) copies of a Notice of Partial Termination, dated as of August 14, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease for Schedule No. 12 previously filed with the Board under Recordation Number 26665-K.

The name and address of the party to the enclosed document are:

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

[Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131]

Section Chief  
August 14, 2012  
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A description of the railroad equipment covered by the enclosed document is:

18 railcars TERMINATED within the series AOK 492447 – AOK 492796 as more particularly set forth in the attachment to the document.

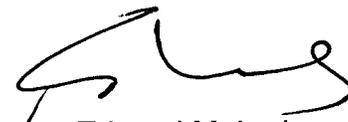
A short summary of the document to appear in the index is:

Notice of Partial Termination.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

**NOTICE OF PARTIAL TERMINATION**

This Notice of Partial Termination is effective as of August 14, 2012.

RECITALS:

- A. Pursuant to Schedule No. 12 dated as of December 16, 2010 and effective July 15, 2010, to the Lease Agreement dated as of October 12, 2006 and effective as of June 1, 2006, between Greenbrier Leasing Company LLC ("Lessor") and BNSF Railway Company ("Lessee"), Lessor leased five hundred (500) 3,250 cubic foot capacity covered hopper railcars, marked and numbered AOK 492300 through AOK 792799, inclusive (the "Cars") to Lessee.

Lessor and Lessee executed a Memorandum of Lease for Schedule No. 12 dated as of December 16, 2010 and effective July 15, 2010 (the "Memorandum") reflecting the lease of the Cars from Lessor by Lessee.

- B. The Memorandum of Lease was filed for record in the office of the Surface Transportation Board, in Washington, D.C. as follows:

<u>Date</u>	<u>Time</u>	<u>Recordation Number</u>
December 29, 2010	2:30 p.m.	26665-K

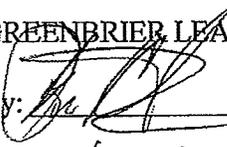
- C. Lessor wishes to reflect the fact that the lease has been terminated as to eighteen (18) of the Cars ("Terminated Cars") described in Exhibit A attached hereto and the Terminated Cars have been returned to Lessor.

NOW THEREFORE,

- (1) Lessor, with this Memorandum of Partial Termination, certifies that the lease has terminated for the 18 Terminated Cars described on Exhibit A.
- (2) Except as to the Terminated Cars, the Memorandum shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor has executed this Notice of Partial Termination effective as of the date first above written.

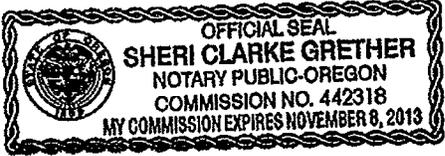
GREENBRIER LEASING COMPANY LLC

By:  \_\_\_\_\_

Title: Vice President

STATE OF OREGON            )  
  ) ss.  
COUNTY OF CLACKAMAS    )

On this 14<sup>th</sup> day of August, 2012, before me personally appeared Brian J. Comstock, to me personally known, who being by me duly sworn, says that ~~she~~ is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~his free act and deed.



Sheri Clarke Grether  
Notary Public for Oregon  
My commission expires: November 8, 2013

EXHIBIT A  
TERMINATED CARS

Mark	Number
AOK	492447
AOK	492483
AOK	492496
AOK	492501
AOK	492535
AOK	492554
AOK	492587
AOK	492595
AOK	492652
AOK	492673
AOK	492701
AOK	492725
AOK	492726
AOK	492727
AOK	492737
AOK	492766
AOK	492769
AOK	492796

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/14/12

Edward M Luria  
Edward M. Luria