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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

February 25, 2014

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 Memorandum of Additional Collateral, dated as of February 25, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Credit Agreement and Security Agreement previously filed with the Board under Recordation Number 27496.

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

Administrative  
Agent:

Bank of America, N.A.  
800 Fifth Avenue, Floor 32  
Seattle, Washington 98104

Borrower:

Greenbrier Leasing Company LLC  
One Centerpointe Drive  
Lake Oswego, Oregon 97035

Section Chief  
February 25, 2014  
Page 2

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

100 tank railcars: GBRX 700200 - GBRX 700299.

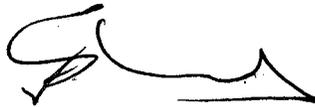
A short summary of the document to appear in the index is:

Memorandum of Additional Collateral.

Also enclosed is a check in the amount of \$44.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a horizontal line underneath.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ADDITIONAL COLLATERAL**

This Memorandum of Additional Collateral is made and entered into as of February 25, 2014, by and among GREENBRIER LEASING COMPANY LLC (hereinafter the "Debtor"), and BANK OF AMERICA, N.A., as agent (in such capacity, the "Administrative Agent") for the lenders party to the Credit Agreement (the "Lenders"), respecting (i) that certain Credit Agreement dated as of May 9, 2008 (as amended or otherwise modified from time to time, the "Credit Agreement"), among Debtor, Administrative Agent and the Lenders, and (ii) that certain Security Agreement dated as of May 9, 2008 (as amended or otherwise modified from time to time, the "Security Agreement"), entered into between the Debtor and the Administrative Agent. This Memorandum of Additional Collateral is in addition to and supplements that certain Memorandum Credit Agreement and Security Agreement filed May 9, 2009, recordation number 27496.

Debtor and Administrative Agent hereby affirm and acknowledge that: the Lenders have agreed to loan to the Debtor and the Debtor has agreed to borrow from the Lenders, and the Debtor has agreed to grant the Administrative Agent, for the benefit of itself and the Lenders, a first priority security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Schedule A attached hereto as additional collateral in order to secure Debtor's performance of its obligations as described in the Credit Agreement and Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Additional Collateral to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

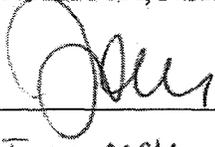
BORROWER:

ADMINISTRATIVE AGENT:

GREENBRIER LEASING COMPANY  
LLC

BANK OF AMERICA, N.A.

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

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

Name: \_\_\_\_\_

Name: JOAN MOK

Title: \_\_\_\_\_

Title: VICE PRESIDENT

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of San Francisco }

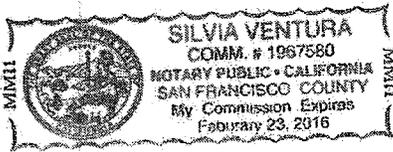
On February 25, 2014 before me, Silvia Ventura, Notary Public  
Date Here Insert Name and Title of the Officer

personally appeared Jean Mok  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal Above

Signature [Signature]  
Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Additional Collateral to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

ADMINISTRATIVE AGENT:

GREENBRIER LEASING COMPANY  
LLC

BANK OF AMERICA, N.A.

By: 

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

Name: Larry Stanley

Name: \_\_\_\_\_

Title: Senior Vice President

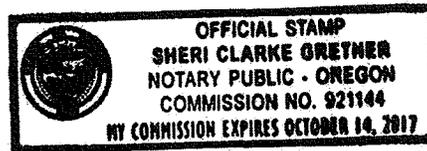
Title: \_\_\_\_\_

STATE OF OREGON            )  
                                          )  
COUNTY OF CLACKAMAS    )

On this 25<sup>th</sup> day of February, 2014, before me personally appeared Larry Stanley, to me personally known, who being duly sworn, stated that ~~s~~he is Smith Vice President of GREENBRIER LEASING COMPANY LLC and that said instrument was signed on behalf of said company by authority of its Manager, and ~~s~~he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
Notary Public

My Commission Expires: October 14, 2017



Schedule A

Lease ID E38-001: One hundred (100) 30,000 gallon, non-coiled, non-insulated tank railcars, marked and numbered as follows:

|      |        |
|------|--------|
| GBRX | 700200 |
| GBRX | 700201 |
| GBRX | 700202 |
| GBRX | 700203 |
| GBRX | 700204 |
| GBRX | 700205 |
| GBRX | 700206 |
| GBRX | 700207 |
| GBRX | 700208 |
| GBRX | 700209 |
| GBRX | 700210 |
| GBRX | 700211 |
| GBRX | 700212 |
| GBRX | 700213 |
| GBRX | 700214 |
| GBRX | 700215 |
| GBRX | 700216 |
| GBRX | 700217 |
| GBRX | 700218 |
| GBRX | 700219 |
| GBRX | 700220 |
| GBRX | 700221 |
| GBRX | 700222 |
| GBRX | 700223 |
| GBRX | 700224 |
| GBRX | 700225 |
| GBRX | 700226 |
| GBRX | 700227 |
| GBRX | 700228 |
| GBRX | 700229 |
| GBRX | 700230 |
| GBRX | 700231 |
| GBRX | 700232 |
| GBRX | 700233 |
| GBRX | 700234 |
| GBRX | 700235 |
| GBRX | 700236 |
| GBRX | 700237 |
| GBRX | 700238 |
| GBRX | 700239 |
| GBRX | 700240 |
| GBRX | 700241 |
| GBRX | 700242 |

|      |        |
|------|--------|
| GBRX | 700243 |
| GBRX | 700244 |
| GBRX | 700245 |
| GBRX | 700246 |
| GBRX | 700247 |
| GBRX | 700248 |
| GBRX | 700249 |
| GBRX | 700250 |
| GBRX | 700251 |
| GBRX | 700252 |
| GBRX | 700253 |
| GBRX | 700254 |
| GBRX | 700255 |
| GBRX | 700256 |
| GBRX | 700257 |
| GBRX | 700258 |
| GBRX | 700259 |
| GBRX | 700260 |
| GBRX | 700261 |
| GBRX | 700262 |
| GBRX | 700263 |
| GBRX | 700264 |
| GBRX | 700265 |
| GBRX | 700266 |
| GBRX | 700267 |
| GBRX | 700268 |
| GBRX | 700269 |
| GBRX | 700270 |
| GBRX | 700271 |
| GBRX | 700272 |
| GBRX | 700273 |
| GBRX | 700274 |
| GBRX | 700275 |
| GBRX | 700276 |
| GBRX | 700277 |
| GBRX | 700278 |
| GBRX | 700279 |
| GBRX | 700280 |
| GBRX | 700281 |
| GBRX | 700282 |
| GBRX | 700283 |
| GBRX | 700284 |
| GBRX | 700285 |
| GBRX | 700286 |
| GBRX | 700287 |
| GBRX | 700288 |
| GBRX | 700289 |
| GBRX | 700290 |

|      |        |
|------|--------|
| GBRX | 700291 |
| GBRX | 700292 |
| GBRX | 700293 |
| GBRX | 700294 |
| GBRX | 700295 |
| GBRX | 700296 |
| GBRX | 700297 |
| GBRX | 700298 |
| GBRX | 700299 |

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: 2/25/14

Edward M Luria  
Edward M. Luria