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14638-A

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ELIAS C. ALVORD (1942)  
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JOHN H. DOYLE  
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\* NOT A MEMBER OF D.C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

REGISTRATION NO. 14638-A Filed 1425

MAY 16 1985 2 20 PM

May 16, 1985

INTERSTATE COMMERCE COMMISSION

5-136A079

BY HAND DELIVERY

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

No. \_\_\_\_\_  
Date MAY 16 1985  
Fee \$ 10.00  
ICC Washington, D.C.

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are six (6) fully executed copies of an Amendment to Security Agreement dated as of May 8, 1985, a "secondary document" as that term is defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to a Security Agreement dated as of April 29, 1985, which was duly filed and recorded at 12:25 p.m. on April 30, 1985 and assigned Recordation Number 14638.

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

Twenty (20) five-unit well-type intermodal container cars manufactured by Gunderson, Inc. bearing reporting mark and numbers GBRX 2000 through GBRX 2019, both inclusive.

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

Debtor: Greenbrier Leasing Corporation  
503 High Street  
Oregon City, Oregon 97645

Secured Party: California Group Services  
Suite 225  
One Walnut Creek Center  
100 Pringle Avenue  
Walnut Creek, California 94596

*James H. Bayne*  
*C.T. Kappler*

Mr. James H. Bayne  
Page Two  
May 16, 1985

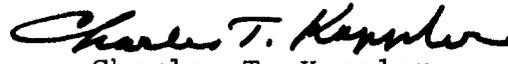
Kindly return five (5) copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C., 20006.

Also enclosed is a check in the amount of \$10.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Amendment to Security Agreement dated as of May 8, 1985 between Greenbrier Leasing Corporation, Debtor, and California Group Services, Secured Party, covering twenty (20) five-unit well-type intermodal container cars marked and numbered GBRX 2000 - GBRX 2019.

Very truly yours,

  
Charles T. Kappler

CTK/mlt  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

5/16/85

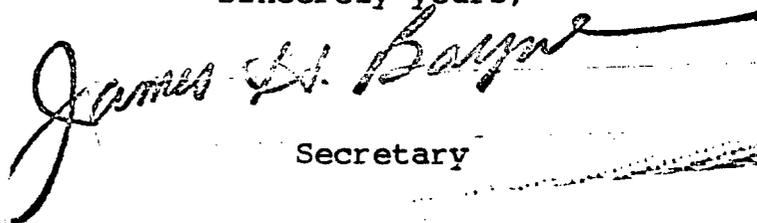
OFFICE OF THE SECRETARY

Charles T. Kappler, Esq.  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/16/85 at 2:20pm and assigned re-  
recording number(s). 14638-A

Sincerely yours,

  
Secretary

Enclosure(s)

MAY 16 1985 2 20 PM

AMENDMENT TO SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT to Security Agreement as of May 8, 1985 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Greenbrier") and California Group Services, a California corporation ("Lender").

W I T N E E S S E T H:

WHEREAS, Greenbrier and Lender have entered into a Security Agreement dated as of April 29, 1985, which was filed with the Interstate Commerce Commission on April 30, 1985, and assigned recordation number 14638; and

WHEREAS, Greenbrier and Lender wish to amend the Security Agreement to correct a mistake in the description of the equipment;

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants contained herein, Greenbrier and Lender agree as follows:

Section 1. Section 2(a) of the Security Agreement is hereby deleted and shall be replaced by the following Section 2(a):

"(a) Twenty (20) five-unit well-type intermodal container cars manufactured by Gunderson, Inc. of Portland, Oregon, and bearing reporting marks as follows: GBRX 2000 through GBRX 2019 inclusive ("Equipment") together with all accessories, equipment, parts and appurtenances appertaining or attached to any thereof, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all thereof, except such thereof as remain the property of lessee under the Lease, together with all the rents, issues, income, profits and avails therefrom."

Section 2. Except as expressly modified, amended or supplemented, this Amendment to Security Agreement shall not be deemed or construed to have altered, amended or modified the Agreement heretofore entered into by the parties.

GREENBRIER LEASING CORPORATION ("GREENBRIER")

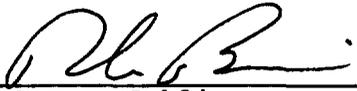
By: Norris M. Webb  
Title Vice President

CALIFORNIA GROUP SERVICES ("LENDER")

By: [Signature]  
Title [Signature]

STATE OF OREGON            )  
                                  )  ss:  
COUNTY OF CLACKAMAS    )

On this 8th day of May, 1985, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is Vice President of GREENBRIER LEASING CORPORATION, that said instrument was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was his free act and deed.

  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

My commission expires: 6-8-85

STATE OF CALIFORNIA        )  
                                  )  ss:  
COUNTY OF CONTRA COSTA  )

On this 13<sup>th</sup> day of May, 1985, before me personally appeared Steven M. Pickens, to me personally known, who being by me duly sworn, says that he is the Vice President of CALIFORNIA GROUP SERVICES, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

My commission expires: 10/14/88

G5.10.85.2