

RECORDATION NO. 15504-N 813  
FILED 1988 15504-L

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
RECORDATION NO. 15504-0  
FILED 1988

LAW OFFICES  
**ALVORD AND ALVORD**  
200 WORLD CENTER BUILDING  
SEVENTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266

OCT 1 12 1988-2 22 PM  
OF COUNSEL  
A. LESTER  
CABLE ADDRESS  
"ALVORD"  
TELEX  
440367 A AND A

\* ALSO ADMITTED IN OHIO  
\* ALSO ADMITTED IN MARYLAND

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 15504-5M  
FILED 1988  
OCT 1 12 1988-2 25 PM

RECORDATION NO. 15504-8  
FILED 1988

INTERSTATE COMMERCE COMMISSION

OCT 1 12 1988-2 25 PM  
October 12, 1988

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. 8-287A051  
Date OCT 12 1988  
Fee \$ 13.00

OCT 12 2 25 PM '88

Dear Ms. McGee:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed copies of a Security Agreement Supplement dated October 12, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement dated as of February 11, 1988, which was duly filed and recorded on February 12, 1988 at 1:05 p.m. and assigned Recordation Number 15504.

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

Borrower: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Secured Party: The Bank of California, National Association  
407 Southwest Broadway  
Portland, Oregon 97208

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

*Clarence Kappler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
October 12, 1988  
Page Two

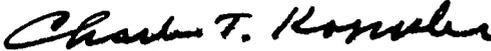
Also enclosed is a check in the amount of \$12 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

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

Security Agreement Supplement dated October 12, 1988 covering 20 five-unit (100 platforms), twin-stack bulkhead cars bearing marks and numbers GBRX 2375 - GBRX 2394, inclusive.

Very truly yours,

  
Charles T. Kappler

Enclosures

813

15504-M

LAW OFFICES  
ALVORD AND ALVORD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN OHIO  
\* ALSO ADMITTED IN MARYLAND

200 WORLD CENTER BUILDING

600 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2075

(202) 393-2200

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URBAN A. LESTER

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440367 A AND A

TELEFAX  
(202) 393-2156

OCT 12 1988-2 25 PM

INTERSTATE COMMERCE COMMISSION

October 12, 1988

OCT 12 2 25 PM '88  
RECEIVED  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

Ms. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

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One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Secured Party: The Bank of California, National Association  
407 Southwest Broadway  
Portland, Oregon 97208

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

*CF. Kappler*  
*(C) Overly*  
*423*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
October 12, 1988  
Page Two

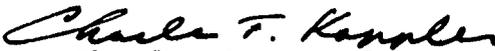
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Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Security Agreement Supplement dated October 12, 1988 covering 2 five-unit twin stack bulkhead cars bearing marks and numbers BN 63968 (formerly GBRX 2107) and SP 2106 (formerly GBRX 2106).

Very truly yours,

  
Charles T. Kappler

Enclosures

SCHEDULE A

- 23 Two (2) five-unit twin-stack bulkhead cars bearing the following marks and numbers:  
BN63968 (formerly GBRX2107) leased to Burlington Northern  
SP2106 (formerly GBRX2106) leased to Southern Pacific

SECURITY AGREEMENT SUPPLEMENT

REGISTRATION NO. 15504-*SM*  
OCT 12 1988-2 25 PM  
INTERSTATE COMMERCE COMMISSION

This Security Agreement Supplement is given by GREENBRIER LEASING CORPORATION (the "Borrower"), a Delaware corporation, to THE BANK OF CALIFORNIA, NATIONAL ASSOCIATION (the "Bank") as a supplement to the Security Agreement dated as of February 11, 1988 (herein, as the same may have been amended, modified or supplemented from time to time, called the "Security Agreement") between the Borrower and the Bank.

Capitalized terms used herein shall have the meaning attributed thereto in the Security Agreement.

As further security for the Obligations, the Borrower hereby assigns to the Bank all of Borrower's rights, title and interest in, and grants to the Bank a security interest in the following items of Collateral: (a) the Equipment listed on Attachment 1 hereto and all improvements, replacements, substitutions, accessories and additions thereto; (b) the Leases listed on Attachment 1 hereto (if any) and all leases and agreements to lease now or hereafter in effect and relating in any way to the Equipment and all rents, accounts and other rights to payment arising under the Leases; (c) all proceeds of all of the foregoing. This grant of a security interest is made under and pursuant to the terms of the Security Agreement.

The Borrower warrants to the Bank that (a) it is the lawful owner of such Equipment, Leases and Proceeds, free and clear of all liens and encumbrances (except the security interest of the Bank and the leasehold interest of the lessees under the Leases); (b) each piece of Equipment listed on Attachment 1

Ref: Funding #23



ATTACHMENT 1  
TO  
SUPPLEMENT

NMW  
Initial

Description of Equipment:

Two (2) five-unit Twin-Stack bulkhead cars bearing the following marks and numbers:

- (1) BN63968 (formerly GBRX2107), leased to Burlington Northern, lease agreement dated JAN 28, 1988.
- (1) SP2106 (formerly GBRX2106), leased to Southern Pacific, lease agreement dated JUNE 15, 1988.

Ref: Funding #23