

9-146A022

15504-BB

813

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

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440367 A AND A

RECORDATION: 15504-BB
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MAY 26 1989 - 12:30 PM

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INTERSTATE COMMERCE COMMISSION

May 26, 1989

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

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original and one photocopy of a Security Agreement Supplement dated May 16, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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
Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Secured Party: The Bank of California, National Association
P.O. Box 3121
Portland, Oregon 97208

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

MAY 26 12 28 PM '89
NOTION OPERATIONS UNIT

C.T. Kappler
C. Deen

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
May 26, 1989
Page Two

Also enclosed is a check in the amount of \$13 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:

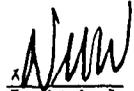
Security Agreement Supplement dated May 16, 1989 covering 337 miscellaneous railcars bearing SP or SSW marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

ATTACHMENT 1
TO
SUPPLEMENT


Initial

Description of Equipment:

Three hundred thirty-seven (337) miscellaneous railcars as identified on Exhibit "A" to Attachment 1 to Supplement.

EXHIBIT A TO ATTACHMENT 1
TO SUPPLEMENT

MMW

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 012919	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 012964	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 012989	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013105	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013183	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013213	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013216	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013260	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016736	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016770	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016800	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016880	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016899	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 019188	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 019212	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 328002	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330257	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330266	G 07016C	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330291	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330298	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330311	G 07016	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330313	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330320	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330322	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330330	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330335	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330337	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330339	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330340	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330367	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330375	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330389	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330390	G 07016	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330412	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330417	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330420	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330421	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330425	G 07016	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330431	G 07016C	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SR 330449	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 461166	H 07017	OPEN TOP HOPPERS LT	JANUARY PURCHASE AGRMT
SP 461200	H 07017	OPEN TOP HOPPERS LT	JANUARY PURCHASE AGRMT
SP 466328	H 10036	OPEN TOP HOPPERS LT	JANUARY PURCHASE AGRMT
SP 600542	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 611018	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 611030	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 621037	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 632004	B 10005	50 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654008	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654016	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654027	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT

EXHIBIT "A" TO A
TO SUPPLEMEN

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 654034	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654046	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654063	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654082	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654091	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 658099	B 10002Z	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 658368	B 10004Z	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 658463	B 10004Z	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 662214	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662225	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662229	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662238	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662248	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662254	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662262	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662273	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662276	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662280	B 07026R	50 FT XL/XP BOXCAR	SOLD GRBR PER SPA SALI
SP 662282	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662293	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662298	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662300	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662303	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662306	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662320	B 07026R	50 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 662324	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662327	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662355	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662356	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662360	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662363	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662369	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662374	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662376	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662381	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662382	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662384	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662389	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662390	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662398	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662471	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662478	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662479	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662480	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662481	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662483	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662484	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662487	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 668176	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 674800	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 674812	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT

EXHIBIT "A" TO ATTAC
TO SUPPLEMEI

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 675074	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675077	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675082	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675084	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675085	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675089	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675090	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675093	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 675094	B 10027	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676577	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676581	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676585	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676586	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676614	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676636	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676644	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676653	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676671	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676674	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676684	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676686	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676689	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676690	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676692	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676704	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676711	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676724	B 10007R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676840	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676868	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676893	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676896	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676904	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676916	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676920	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676929	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676930	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676954	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 676961	B 10008R	50 FT X-BAR EQPT BOX	JANJARY PURCHASE AGRMT
SP 690180	B 10004R	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691857	B 10031	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691861	B 10031	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691872	B 10031	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691912	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691915	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691916	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691926	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691929	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691937	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691948	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691975	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691981	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT

EXHIBIT "A" TO ATTAC
TO SUPPLEMENT

Handwritten initials: NWA

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 691986	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691988	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691998	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 692061	B 10002	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT

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EXHIBIT "A" TO ATTACHEME
TO SUPPLEMENT

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SSH 021801	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021832	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021839	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021849	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021852	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021865	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021867	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021898	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 028016	B 10002	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SSH 050101	B 10011Z	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 050115	B 10011Z	PLAIN 60 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 056606	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056608	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056612	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056619	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056633	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056637	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056638	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056640	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056648	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056661	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056668	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056713	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056719	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056722	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056731	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056734	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056740	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056748	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056756	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056769	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056770	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056772	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056780	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056783	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056785	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056790	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056793	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056794	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056797	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056802	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056806	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056809	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056811	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056819	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056820	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056823	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056824	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056827	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056830	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056833	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT

EXHIBIT "A" TO ATTACI
TO SUPPLEMENT

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SSH 061876	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061877	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061878	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061881	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061882	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061889	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061891	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061893	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061895	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061897	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061899	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 062070	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062072	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062088	B 10009	PLAIN 60 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 062090	B 10009	PLAIN 60 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 062123	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062126	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062173	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062179	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062204	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062220	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062228	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062305	B 10011	PLAIN 60 FT BOX CARS	SOLD SCRAP
SSH 062310	B 10011	60 FT XL/XP BOXCAR	SOLD SCRAP
SSH 062337	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062410	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062558	B 10030	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT

MAY 26 1989 - 12 30 PM

SECURITY AGREEMENT SUPPLEMENT

INTERSTATE COMMERCE COMMISSION

This Security Agreement Supplement is given by GREENBRIER LEASING CORPORATION, a Delaware corporation and GREENBRIER RAILCAR, INC., a Delaware corporation (the "Borrowers"), 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 Borrowers and the Bank.

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

As further security for the Obligations, the Borrowers hereby assigns to the Bank all of Borrowers' 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 in 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 Borrowers warrant to the Bank that (a) they are the lawful owners of such Equipment, Leases and Proceeds, free and clear of all liens and incumbrances (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 has been received, delivered and accepted by a duly authorized agent of the Borrowers and each such piece of Equipment is in the condition required by the Security Agreement; and (c) each Lease listed on Attachment 1 is the valid and binding obligation of the lessee thereon, not subject as of the date hereof to any claim, offset or defense known to the Borrowers and the names and addresses of the lessees, the lease terms and the rents payable on such Leases as shown on the attachment are true and correct.

Dated May 16, 1989.

GREENBRIER LEASING CORPORATION
a Delaware corporation
By: Norris M. Webb
Title: Vice President

GREENBRIER RAILCAR, INC.
a Delaware corporation
By: Norris M. Webb
Title: Vice President

STATE OF OREGON)
) ss.
County of Clackamas)

The foregoing instrument was acknowledged before me this May 16, 1989 by NORRISS M. WEBB, Vice President of GREENBRIER LEASING CORPORATION and Vice President of Greenbrier Railcar, Inc.

Joseph M. Kramer
Notary Public for Oregon
My Commission Expires on 2-29-93

ATTACHMENT 1
TO
SUPPLEMENT


Initial

Description of Equipment:

Three hundred thirty-seven (337) miscellaneous railcars as identified on Exhibit "A" to Attachment 1 to Supplement.

EXHIBIT A TO ATTACHMENT
TO SUPPLEMENT



CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 012919	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 012964	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 012989	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013105	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013183	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013213	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013216	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 013260	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016736	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016770	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016800	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016880	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 016899	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 019188	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 019212	B 070	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 328002	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330257	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330266	G 07016C	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330291	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330298	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330311	G 07016	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330313	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330320	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330322	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330330	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330335	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330337	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330339	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330340	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330367	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 330375	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330389	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330390	G 07016	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330412	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330417	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330420	G 07016A	GP GONS	JANUARY PURCHASE AGRMT
SP 330421	G 07016	GP GONS	JANUARY PURCHASE AGRMT
SP 330425	G 07016	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330431	G 07016C	PLAIN GONS 52' - 59'	JANUARY PURCHASE AGRMT
SP 330449	G 07016C	GP GONS	JANUARY PURCHASE AGRMT
SP 461166	H 07017	OPEN TOP HOPPERS LT	JANUARY PURCHASE AGRMT
SP 461200	H 07017	OPEN TOP HOPPERS LT	JANUARY PURCHASE AGRMT
SP 466328	H 10036	OPEN TOP HOPPERS LT	JANUARY PURCHASE AGRMT
SP 600542	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 611018	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 611030	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 621037	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 632004	B 10005	50 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654008	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654016	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654027	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT

EXHIBIT "A" TO A
TO SUPPLEMEN

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 654034	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654046	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654063	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654082	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 654091	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 658099	B 10002Z	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 658368	B 10004Z	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 658463	B 10004Z	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 662214	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662225	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662229	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662238	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662248	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662254	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662262	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662273	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662276	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662280	B 07026R	50 FT XL/XP BOXCAR	SOLD GRBR PER SPA SALI
SP 662282	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662293	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662298	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662300	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662303	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662306	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662320	B 07026R	50 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 662324	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662327	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662355	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662356	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662360	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662363	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662369	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662374	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662376	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662381	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662382	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662384	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662389	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662390	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662398	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662471	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662478	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662479	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662480	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662481	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662483	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662484	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 662487	B 07026R	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SP 668176	B 10005	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SP 674800	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 674912	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT

EXHIBIT "A" TO ATTAC
TO SUPPLEMEI

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 675074	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675077	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675082	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675084	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675085	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675089	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675090	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675093	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 675094	B 10027	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676577	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676581	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676585	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676586	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676614	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676636	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676644	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676653	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676671	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676674	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676684	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676686	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676689	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676690	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676692	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676704	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676711	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676724	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676840	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676868	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676893	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676896	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676904	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676916	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676920	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676929	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676930	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676954	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 676961	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SP 690180	B 10004R	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691857	B 10031	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691861	B 10031	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691872	B 10031	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691912	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691915	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691916	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691926	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691929	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691937	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691948	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691975	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SP 691981	B 10028	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT

MMW

EXHIBIT "A" TO ATTAC
TO SUPPLEMENT

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SP 691986	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691988	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 691998	B 10028	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT
SP 692061	B 10002	RBL 60 FT BULKHEAD B	JANJARY PURCHASE AGRMT

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EXHIBIT "A" TO ATTACHEME
TO SUPPLEMENT

CARINO	MECHCL	DESCRIPTION	SALE CATEGORY
SSH 021801	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021832	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021839	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021849	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021852	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021865	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021867	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 021898	B 10021	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 028016	B 10002	RBL 60 FT BULKHEAD B	JANUARY PURCHASE AGRMT
SSH 050101	B 10011Z	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 050115	B 10011Z	PLAIN 60 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 056606	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056608	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056612	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056619	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056633	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056637	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056638	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056640	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056648	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056661	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056668	B 10007R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056713	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056719	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056722	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056731	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056734	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056740	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056748	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056756	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056769	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056770	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056772	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056780	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056783	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056785	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056790	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056793	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056794	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056797	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056802	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056806	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056809	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056811	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056819	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056820	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056823	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056824	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056827	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056830	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT
SSH 056833	B 10008R	50 FT X-BAR EQPT BOX	JANUARY PURCHASE AGRMT

EXHIBIT "A" TO ATTACHMENT
TO SUPPLEMENT

CARIND	MECHCL	DESCRIPTION	SALE CATEGORY
SSH 061876	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061877	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061878	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061881	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061882	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061889	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061891	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061893	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061895	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061897	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 061899	B 07058	PLAIN 50 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 062070	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062072	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062088	B 10009	PLAIN 60 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 062090	B 10009	PLAIN 60 FT BOX CARS	JANUARY PURCHASE AGRMT
SSH 062123	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062126	B 10009	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062173	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062179	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062204	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062220	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062228	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062305	B 10011	PLAIN 60 FT BOX CARS	SOLD SCRAP
SSH 062310	B 10011	60 FT XL/XP BOXCAR	SOLD SCRAP
SSH 062337	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062410	B 10011	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT
SSH 062558	B 10030	60 FT XL/XP BOXCAR	JANUARY PURCHASE AGRMT