

9-269A028

15504-FF
\$ 13

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.

20006-2973
(202) 393-2266

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

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

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

September 25, 1989

RECORDATION NO. 15504-FF FILED 1425

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

SEP 26 1989 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S. C. Section 11303(a) are three fully executed original copies of a Security Agreement Supplement dated September 20, 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 with the Commission 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, OR 97035

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

Centerpointe - C.T. Kappler

SEP 26 11 50 AM '89
RECORDATION UNIT

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Page 2

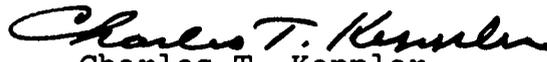
Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordatiao fee.

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

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

Security Agreement Supplement dated September 20, 1989 covering three hundred seventeen (317) miscellaneous railcars bearing SP/SSW marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

EXHIBIT "A" TO ATTACHMENT 1
 TO SUPPLEMENT
 Page 2 of 7



SW	056754	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
SW	056859	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
SW	060150	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060154	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SW	060158	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060165	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060173	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060183	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SW	060192	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060200	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060201	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SW	060202	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SW	060211	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060213	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060214	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SW	060215	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$3,206.25
SSW	060216	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060220	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$3,290.62
SSW	060224	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060225	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060226	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060227	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060233	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060236	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060237	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060239	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060254	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060255	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060256	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060266	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060268	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060269	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060283	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060284	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060285	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060286	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060295	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060302	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060311	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060313	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060323	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060333	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060339	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060347	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060350	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060357	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060361	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060365	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060371	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060377	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060380	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060392	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060400	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060409	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060412	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060413	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060418	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060433	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW	060440	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW	060451	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75

EXHIBIT "A" TO ATTACHMENT 1
 TO SUPPLEMENT
 Page 3 of 7



SSW 060462	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060471	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060473	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060479	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060486	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060492	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060495	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060634	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060640	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060682	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060771	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060863	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060895	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 062896	B	10048	HICUBE PLAIN BOX CAR	MARCH PURCHASE	\$3,628.12
SSW 066109	B	07067	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 066316	B	07067	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 075752	G	10008	PLAIN GONS 52' - 59'	MARCH PURCHASE	\$3,420.00
SSW 075785	G	10008	PLAIN GONS 52' - 59'	MARCH PURCHASE	\$3,420.00
SSW 076638	H	10001	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,697.50
SSW 077740	H	10020	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,371.25
SSW 077988	H	10021	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,588.75
SSW 079952	H	10025	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,588.75

Total Cars ~~130~~

128 *SP*

~~\$392,420.38~~

386,195.38 *SP*

ASYLINK MBX 7188445C001 9AUG89 12:54/13:04 EST

ROM: 62835419

SOUTHERN PACIFIC

O: 62256300

UBJ: MARCH PURCHASE

89OM: MKTDLH --SPTSVM02

PROFS 08/09/89 10:50:46

this note is from the desk of daniel l herman



ATTN:jannet hudson

BLCX001081	H	10019	COVERED HOPPERS	GE 3	MARCH PURCHASE	\$3,697.50
301082	H	10019	COVERED HOPPERS	GE 3	MARCH PURCHASE	\$3,697.50
SP	222010	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222013	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222014	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222020	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222025	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222032	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222036	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222042	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222060	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222069	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222075	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222077	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222080	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222083	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222099	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222104	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222118	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222119	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222125	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222128	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222133	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,531.25
SP	222136	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222154	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222162	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222163	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222199	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222213	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222242	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222250	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222253	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222262	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222275	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222290	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222293	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222295	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222303	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222352	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222367	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222371	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222376	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222388	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222392	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222409	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222412	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SP	222417	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SP	222454	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37

EXHIBIT "A" TO ATTACHMENT 1
 TO SUPPLEMENT
 Page 5 of 7



P	222483	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	222484	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	222495	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,953.12
P	240133	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	240224	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	240352	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	241155	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	241431	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
	11756	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
P	242010	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	242175	B	07064	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
P	243064	B	07067	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
P	243227	B	07067	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	243345	B	07067	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
P	243594	B	07071	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
P	329642	G	10029	COVERED GONS	MARCH PURCHASE	\$3,633.75
P	337545	G	10008	PLAIN GONS 52' - 59'	MARCH PURCHASE	\$3,633.75
P	337546	G	10008	PLAIN GONS 52' - 59'	MARCH PURCHASE	\$3,526.87
P	340601	G	10022	GP GONS	MARCH PURCHASE	\$4,275.00
P	352125	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352139	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352151	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352155	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352156	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352163	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352164	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352167	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
P	352168	G	07018R	WOODCHIP GONS	MARCH PURCHASE	\$3,607.50
	55375	G	10031	WOODCHIP GONS	MARCH PURCHASE	\$3,412.50
	490004	H	10001	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,588.75
P	493684	H	10009R	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,588.75
SP	621032	B	10003	60 FT XL/XP BOXCAR	MARCH PURCHASE	\$3,628.12
SP	658009	B	10001Z	60 FT XL/XP BOXCAR	MARCH PURCHASE	\$3,628.12
SP	658057	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658060	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658061	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658062	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658063	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658072	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658074	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658078	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658087	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658089	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658103	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658106	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,300.00
SP	658109	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658117	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658128	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658129	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658136	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658140	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658152	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658165	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658169	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,450.00
SP	658186	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,450.00
SP	658188	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658189	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00
SP	658300	B	10003Z	60 FT XL/XP BOXCAR	MARCH PURCHASE	\$3,796.87
SP	658315	B	10003Z	60 FT XL/XP BOXCAR	MARCH PURCHASE	\$3,712.50
SP	658320	B	10003Z	60 FT XL/XP BOXCAR	MARCH PURCHASE	\$3,408.12

86

86

EXHIBIT "A" TO ATTACHMENT 1
 TO SUPPLEMENT
 Page 6 of 7



P	658350	B	10004Z	INSULATED	60' PLAIN	MARCH PURCHASE	\$3,225.00
P	658371	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658378	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,450.00
P	658385	B	10004Z	INSULATED	60' PLAIN	MARCH PURCHASE	\$3,375.00
P	658388	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658391	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658399	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,450.00
P	658410	B	10004Z	INSULATED	60' PLAIN	MARCH PURCHASE	\$3,225.00
P	658415	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,450.00
P	658424	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658427	B	10004Z	INSULATED	60' PLAIN	MARCH PURCHASE	\$3,225.00
P	658446	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658451	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658452	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658460	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658465	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,450.00
P	658466	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658471	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658479	B	10004Z	INSULATED	60' PLAIN	MARCH PURCHASE	\$3,225.00
P	658482	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658499	B	10004Z	INSULATED	60' PLAIN	MARCH PURCHASE	\$3,375.00
P	658500	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,450.00
P	658501	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	658506	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,450.00
P	658514	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,450.00
P	658518	B	10004Z	RBL 60 FT	BULKHEAD B	MARCH PURCHASE	\$3,375.00
P	674447	B	10008	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,000.00
P	674682	B	10007	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$2,925.00
P	674749	B	10008	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,000.00
P	674901	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,075.00
P	674920	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,075.00
P	674923	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674941	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674943	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674946	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674959	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674963	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674969	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674974	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674978	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,075.00
SP	674987	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	674991	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,075.00
SP	674993	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675014	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675021	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675033	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675042	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675051	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675054	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675060	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	675075	B	10027	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,150.00
SP	676598	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$2,925.00
SP	676615	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$2,925.00
SP	676622	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$2,925.00
SP	676645	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,000.00
SP	676651	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,000.00
SP	676665	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,000.00
SP	676666	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$2,925.00
SP	676672	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$3,000.00
SP	676678	B	10007R	RBL 50 FT	X-BAR BOXC	MARCH PURCHASE	\$2,925.00

EXHIBIT "A" TO ATTACHMENT 1
TO SUPPLEMENT

Page 7 of 7



P	676679	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676694	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676708	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,000.00
P	676709	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,075.00
P	676722	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,000.00
P	676862	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676876	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,075.00
P	676941	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676969	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,000.00
P	690164	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690167	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690176	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,225.00
P	690178	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690189	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690190	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690192	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690198	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690213	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690225	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690246	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690257	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690295	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690310	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	692079	B	10002	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	692258	B	10002	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,300.00
P	692279	B	10002	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,450.00

Total Cars

194

192 SP6

~~\$612,740.40~~

\$606,459.15 SP6

Interstate Commerce Commission

Washington, D.C. 20423

9/26/89

OFFICE OF THE SECRETARY

Charles T. Kappler
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 9/26/89 at 11:55am and assigned recordation number(s). 15504-FF,15504-GG,14742-I

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

SEP 26 1989 -11 55 AM

SECURITY AGREEMENT SUPPLEMENT

WINNERCE COMMISSION

This Security Agreement Supplement is given by GREENBRIER LEASING CORPORATION, a Delaware corporation and GREENBRIER RAILCAR, INC., a Delaware corporation (the "Borrower"), 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 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 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 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 Borrower 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 Borrower 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 September 20, 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 September 20, 1989 by NORRISS M. WEBB, Vice President of GREENBRIER LEASING CORPORATION.

Jane E. Hudson
Notary Public for Oregon
My Commission Expires on 5/28/90

ATTACHMENT 1
TO
SUPPLEMENT


Initial

Description of Equipment:

Three hundred seventeen (317) miscellaneous railcars as described on Exhibit "A" to Attachment 1 to Supplement.

EXHIBIT "A TO ATTACHMENT 1
TO SUPPLEMENT
Page 1 of 7

EASYLINK MBX 7188445C001 9AUG89 12:54/13:04 EST
FROM: 62835419
SOUTHERN PACIFIC
TO: 62256300



SUBJ: MARCH PURCHASE

890M: MKTDLH --SPTSVM02

PROFS 08/09/89 10:50:46

this note is from the desk of daniel l herman

ATTN:jannet hudson

023750	B	10036	RBL 50 FT BULKHEAD B	MARCH PURCHASE	\$3,150.00	EBE
023887	B	10036	RBL 50 FT BULKHEAD B	MARCH PURCHASE	\$3,075.00	EBE
SSW 028002	B	10002	INSULATED 60' PLAIN	MARCH PURCHASE	\$3,225.00	
SSW 028022	B	10002	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 028034	B	10002	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,300.00	
SSW 028091	B	10002	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 028123	B	10002	INSULATED 60' PLAIN	MARCH PURCHASE	\$3,300.00	
SSW 028152	B	10002	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 028169	B	10002	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,300.00	
SSW 028174	B	10002	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,300.00	
SSW 028189	B	10002	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 028786	B	10029	INSULATED 60' PLAIN	MARCH PURCHASE	\$3,525.00	
SSW 029056	B	10001Z	PLAIN 60 FT BOX CARS	MARCH PURCHASE	\$3,543.75	
SSW 029111	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,450.00	
SSW 029120	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029122	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029128	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,450.00	
SSW 029132	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029139	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029140	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,450.00	
SSW 029145	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,450.00	
SSW 029149	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029157	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029158	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029169	B	10002Z	INSULATED 60' PLAIN	MARCH PURCHASE	\$3,375.00	
SSW 029172	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029178	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,300.00	
SSW 029179	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029180	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029182	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,450.00	
SSW 029189	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029191	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 029214	B	10002Z	RBL 60 FT BULKHEAD B	MARCH PURCHASE	\$3,375.00	
SSW 056600	B	10007R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056632	B	10007R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056635	B	10007R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056639	B	10007R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056646	B	10007R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056657	B	10007R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056700	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056709	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$2,925.00	
SSW 056710	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$2,925.00	
SSW 056717	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056729	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056733	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$2,925.00	
SSW 056742	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$3,000.00	
SSW 056746	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$2,925.00	
SSW 056749	B	10008R	RBL 50 FT X-BAR BOXC	MARCH PURCHASE	\$2,925.00	

EXHIBIT "A" TO ATTACHMENT 1

TO SUPPLEMENT

Page 2 of 7

SSW 056754	B	10008R	RBL 50 FT X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
SSW 056859	B	10008R	RBL 50 FT X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
SSW 060150	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060154	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060158	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060165	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060173	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060183	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060192	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060200	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060201	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060202	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060211	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060213	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060214	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060215	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$3,206.25
SSW 060216	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060220	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$3,290.62
SSW 060224	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060225	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060226	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060227	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060233	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060236	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060237	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060239	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060254	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060255	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060256	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060266	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060268	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060269	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060283	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060284	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060285	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060286	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060295	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060302	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060311	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060313	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060323	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060333	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060339	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060347	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060350	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060357	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060361	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060365	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060371	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060377	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060380	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060392	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060400	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060409	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060412	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060413	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060418	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060433	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75
SSW 060440	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,784.37
SSW 060461	B	07030	PLAIN 50 FT BOX	CARS	MARCH	PURCHASE	\$2,868.75



EXHIBIT "A" TO ATTACHMENT 1
 TO SUPPLEMENT
 Page 3 of 7



SSW 060482	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060471	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060473	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060479	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060486	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060492	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 060495	B	07030	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060634	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060640	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060682	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060771	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060863	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 060895	B	07063	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,784.37
SSW 062896	B	10048	HICUBE PLAIN BOX CAR	MARCH PURCHASE	\$3,628.12
SSW 066109	B	07067	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 066316	B	07067	PLAIN 50 FT BOX CARS	MARCH PURCHASE	\$2,868.75
SSW 075752	G	10008	PLAIN GONS 52' - 59'	MARCH PURCHASE	\$3,420.00
SSW 075785	G	10008	PLAIN GONS 52' - 59'	MARCH PURCHASE	\$3,420.00
SSW 076638	H	10001	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,697.50
SSW 077740	H	10020	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,371.25
SSW 077988	H	10021	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,588.75
SSW 079952	H	10025	COVERED HOPPERS GE 3	MARCH PURCHASE	\$3,588.75

Total Cars ~~130~~

128 *SP*

~~\$392,420.30~~

386,195.38 *SP*

EXHIBIT "A" TO ATTACHMENT 1

TO SUPPLEMENT

Page 5 of 7



P	222483	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
P	222484	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SP	222495	B	07030	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,953.12
P	240133	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
P	240224	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SP	240352	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SP	241155	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SP	241431	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
	41756	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SP	242010	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SP	242175	B	07064	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SP	243064	B	07067	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SP	243227	B	07067	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SP	243345	B	07067	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,784.37
SP	243594	B	07071	PLAIN	50	FT	BOX	CARS	MARCH	PURCHASE	\$2,868.75
SP	329642	G	10029	COVERED				GONS	MARCH	PURCHASE	\$3,633.75
SP	337545	G	10008	PLAIN	GONS	52'	-	59'	MARCH	PURCHASE	\$3,633.75
SP	337546	G	10008	PLAIN	GONS	52'	-	59'	MARCH	PURCHASE	\$3,526.87
SP	340601	G	10022	GP				GONS	MARCH	PURCHASE	\$4,275.00
SP	352125	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352139	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352151	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352155	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352156	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352163	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352164	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352167	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	352168	G	07018R	WOODCHIP				GONS	MARCH	PURCHASE	\$3,607.50
SP	355375	G	10031	WOODCHIP				GONS	MARCH	PURCHASE	\$3,412.50
SP	490004	H	10001	COVERED	HOPPERS	GE	3		MARCH	PURCHASE	\$3,588.75
SP	493684	H	10009R	COVERED	HOPPERS	GE	3		MARCH	PURCHASE	\$3,588.75
SP	621032	B	10003	60	FT	XL/XP		BOXCAR	MARCH	PURCHASE	\$3,628.12
SP	658009	B	10001Z	60	FT	XL/XP		BOXCAR	MARCH	PURCHASE	\$3,628.12
SP	658057	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658060	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658061	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658062	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658063	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658072	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658074	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658078	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658087	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658089	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658103	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658106	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,300.00
SP	658109	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658117	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658128	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658129	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658136	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658140	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658152	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658165	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658169	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,450.00
SP	658186	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,450.00
SP	658188	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658189	B	10002Z	RBL	60	FT		BULKHEAD B	MARCH	PURCHASE	\$3,375.00
SP	658300	B	10003Z	60	FT	XL/XP		BOXCAR	MARCH	PURCHASE	\$3,796.87
SP	658315	B	10003Z	60	FT	XL/XP		BOXCAR	MARCH	PURCHASE	\$3,712.50
SP	658320	B	10003Z	60	FT	XL/XP		BOXCAR	MARCH	PURCHASE	\$3,628.12

86

86

EXHIBIT "A" TO ATTACHMENT 1

TO SUPPLEMENT

Page 6 of 7



P	658350	B	10004Z	INSULATED	60'	PLAIN	MARCH PURCHASE	\$3,225.00
P	658371	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
P	658378	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,450.00
P	658385	B	10004Z	INSULATED	60'	PLAIN	MARCH PURCHASE	\$3,375.00
P	658388	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
P	658391	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
P	658399	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,450.00
P	658410	B	10004Z	INSULATED	60'	PLAIN	MARCH PURCHASE	\$3,225.00
P	658415	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,450.00
P	658424	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	658427	B	10004Z	INSULATED	60'	PLAIN	MARCH PURCHASE	\$3,225.00
P	658446	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	658451	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
DP	658452	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	658460	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	658465	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,450.00
DP	658466	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	658471	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
DP	658479	B	10004Z	INSULATED	60'	PLAIN	MARCH PURCHASE	\$3,225.00
SP	658482	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	658499	B	10004Z	INSULATED	60'	PLAIN	MARCH PURCHASE	\$3,375.00
SP	658500	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,450.00
SP	658501	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	658506	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,450.00
SP	658514	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,450.00
SP	658518	B	10004Z	RBL 60 FT	BULKHEAD	B	MARCH PURCHASE	\$3,375.00
SP	674447	B	10008	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,000.00
SP	674682	B	10007	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$2,925.00
SP	674749	B	10008	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,000.00
SP	674901	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,075.00
SP	674920	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,075.00
SP	674923	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674941	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674943	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674946	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674959	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674963	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674969	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674974	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674978	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,075.00
SP	674987	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	674991	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,075.00
SP	674993	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675014	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675021	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675033	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675042	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675051	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675054	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675060	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	675075	B	10027	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,150.00
SP	676598	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$2,925.00
SP	676615	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$2,925.00
SP	676622	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$2,925.00
SP	676645	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,000.00
SP	676651	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,000.00
SP	676665	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,000.00
SP	676666	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$2,925.00
SP	676672	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$3,000.00
SP	676678	B	10007R	RBL 50 FT	X-BAR	BOXC	MARCH PURCHASE	\$2,925.00

EXHIBIT "A" TO ATTACHMENT 1
TO SUPPLEMENT

Page 7 of 7



P	676679	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676694	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676708	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,000.00
P	676709	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,075.00
P	676722	B	10007R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,000.00
P	676862	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676876	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,075.00
P	676941	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$2,925.00
P	676969	B	10008R	RBL	50	FT	X-BAR	BOXC	MARCH	PURCHASE	\$3,000.00
SP	690164	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690167	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
P	690176	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,225.00
SP	690178	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690189	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690190	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690192	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690198	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690213	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690225	B	10004R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690246	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690257	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690295	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	690310	B	10002R	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	692079	B	10002	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,375.00
SP	692258	B	10002	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,300.00
SP	692279	B	10002	RBL	60	FT	BULKHEAD	B	MARCH	PURCHASE	\$3,450.00

Total Cars

~~194~~

192 *SPC*

~~\$612,740.40~~

\$606,459.15 *SPB*