#15
15504-ZZ

LAW OFFICES
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918 SIXTEENTH STREET, N.W.
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ROBERT W. ALVORD+
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+ALSO ADMITTED IN NEW YORK
#ALSO ADMITTED IN MARYLAND

OF COUNSEL
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440367 A AND A

TELEFAX
(202) 393-2156

0-341A007

December 6, 1990

RECORDATION NO 15504-ZZ FILED 1425
DEC 7 1990 - 10 00 AM
INTERSTATE COMMERCE COMMISSION

DEC 7 10 12 AM '90
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed original copies of a Security Agreement Supplement dated December 3, 1990, 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
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 enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Counterpart
47

Also enclosed is a check in the amount of $15 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 December 3, 1990 covering one hundred fifty (150) 100-ton refurbished covered hopper railcars bearing old SP or SSW reporting marks and road numbers and new KCS reporting marks and road numbers.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

CTK/bg
Enclosures

EXHIBIT "A"
TO ATTACHMENT 1
TO SUPPLEMENT

GREENBRIER RAILCAR INC.

Initials

OLD CAR NUMBER	NEW CAR NUMBER
SSW 70655	KCS 512000
SSW 70669	KCS 512001
SSW 70674	KCS 512002
SSW 70691	KCS 512003
SSW 70699	KCS 512004
SP 496323	KCS 512005
SP 496329	KCS 512006
SP 496340	KCS 512007
SP 496353	KCS 512008
SP 496444	KCS 512009
SSW 79344	KCS 512010
SP 496330	KCS 512011
SSW 70656	KCS 512012
SP 496332	KCS 512013
SP 496379	KCS 512014
SP 496404	KCS 512015
SP 496427	KCS 512016
SP 496432	KCS 512017
SP 496434	KCS 512018
SP 496436	KCS 512019
SSW 79380	KCS 512021
SSW 70678	KCS 512025
SP 496251	KCS 518000
SP 496263	KCS 518001
SSW 79858	KCS 518002
SSW 70719	KCS 518003
SSW 70741	KCS 518004
SSW 70757	KCS 518005
SSW 70769	KCS 518006
SSW 71510	KCS 518007
SSW 71540	KCS 518008
SSW 71603	KCS 518009
SSW 71617	KCS 518010
SSW 71639	KCS 518011
SSW 71641	KCS 518012
SP 496207	KCS 518013
SSW 76335	KCS 518014
SSW 76351	KCS 518015
SSW 76467	KCS 518016
SSW 70732	KCS 518018
SSW 70734	KCS 518020
SSW 70771	KCS 518021
SSW 71561	KCS 518025
SSW 71577	KCS 518026
SSW 71600	KCS 518028
SSW 71634	KCS 518029

OLD CAR NUMBER	NEW CAR NUMBER
SSW 71637	KCS 518030
SSW 71645	KCS 518031
SSW 77703	KCS 520000
SSW 77725	KCS 520001
SSW 77833	KCS 520004
SSW 77845	KCS 520006
SSW 77868	KCS 520007
SSW 77876	KCS 520008
SSW 77879	KCS 520009
SSW 77886	KCS 520010
SSW 77849	KCS 520011
SSW 77929	KCS 521000
SSW 77999	KCS 521001
SSW 77951	KCS 521003
SSW 77931	KCS 521004
SSW 77208	KCS 524000
SSW 77379	KCS 524001
SSW 77423	KCS 524002
SSW 77623	KCS 524003
SSW 77232	KCS 524004
SSW 77482	KCS 524005
SSW 77507	KCS 524008
SSW 77586	KCS 524009
SSW 77646	KCS 524010
SSW 76250	KCS 525000
SSW 79642	KCS 525001
SSW 79955	KCS 525002
SSW 76204	KCS 525003
SSW 76225	KCS 525004
SSW 76234	KCS 525005
SSW 76260	KCS 525006
SSW 76964	KCS 526000
SSW 76999	KCS 526001
SSW 73502	KCS 527000
SSW 73518	KCS 527001
SSW 73660	KCS 527002
SSW 73900	KCS 527003
SSW 74132	KCS 528000
SSW 74246	KCS 528001
SSW 74204	KCS 528002
SSW 74207	KCS 528003
SSW 74339	KCS 528004
SSW 74464	KCS 528005
SSW 74597	KCS 530000
SSW 74674	KCS 530001
SSW 74753	KCS 530002

OLD CAR NUMBER	NEW CAR NUMBER
SSW 74846	KCS 530003
SSW 74895	KCS 530004
SSW 74978	KCS 530005
SSW 74533	KCS 530006
SSW 74601	KCS 530007
SSW 74671	KCS 530009
SSW 74672	KCS 530010
SSW 74989	KCS 530011
SSW 74721	KCS 530012
SSW 74740	KCS 530013
SSW 74745	KCS 530014
SSW 74778	KCS 530015
SSW 74850	KCS 530016
SSW 74859	KCS 530017
SSW 74885	KCS 530018
SSW 74898	KCS 530019
SSW 74904	KCS 530020
SSW 74914	KCS 530021
SSW 74949	KCS 530022
SSW 74965	KCS 530023
SSW 74976	KCS 530024
SSW 74979	KCS 530025
SSW 74564	KCS 530026
SSW 74614	KCS 530027
SSW 74624	KCS 530028
SSW 74627	KCS 530029
SSW 74666	KCS 530030
SSW 74667	KCS 530031
SSW 74700	KCS 530032
SSW 74703	KCS 530033
SSW 74723	KCS 530034
SSW 74732	KCS 530035
SSW 74734	KCS 530036
SSW 74755	KCS 530037
SSW 74791	KCS 530039
SSW 74796	KCS 530040
SSW 74831	KCS 530041
SSW 74849	KCS 530042
SSW 74865	KCS 530043
SSW 74868	KCS 530044
SSW 74886	KCS 530045
SSW 74888	KCS 530046
SSW 74916	KCS 530047
SSW 74952	KCS 530048
SSW 74955	KCS 530049
SSW 74964	KCS 530050

OLD CAR NUMBER	NEW CAR NUMBER
SSW 74985	KCS 530051
SSW 74500	KCS 530052
SSW 78717	KCS 533000
SSW 78683	KCS 533001
SSW 78630	KCS 533002
SSW 78685	KCS 533003
SSW 78837	KCS 533005
SSW 78905	KCS 533006
SSW 78919	KCS 533007
SSW 70042	KCS 538000
SSW 70124	KCS 538001
SSW 70332	KCS 538002

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Interstate Commerce Commission

Washington, D.C. 20423

12.7/90

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

Washington,D.C. 20006

Dear
Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 12/7/90 at 10:20am, and assigned recordation number(s).

15504-ZZ & 15504-AAA

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 15504-ZZ FILED 1425

DEC 7 1990 -10 20 AM

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT

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: Dec. 3, 1990

GREENBRIER RAILCAR, INC.,
a Delaware corporation

By: Norriss M. Webb
Title: Vice President

GREENBRIER LEASING CORPORATION,
a Delaware corporation

By Norriss M. Webb
Title: Vice President

STATE OF OREGON)
) ss.
County of ~~Multnomah~~ Clackamas)

The foregoing instrument was acknowledged before me this December 3 1990 by NORRISS M. WEBB, Vice President of GREENBRIER LEASING CORPORATION and GREENBRIER RAILCAR, INC.

Janet E. Hudson
Notary Public for Oregon
My Commission Expires on 5/28/94

ATTACHMENT 1
TO
SUPPLEMENT

Initial

Description of Equipment:

One hundred fifty (150)100-ton refurbished covered hopper railcars bearing marks and numbers as described on Exhibit "A" to this Attachment.

Lessee:

Kansas City Southern Railway Conpany
114 West 11th Street
Kansas City, Missouri 64105

Funding No. 47

EXHIBIT "A"
TO ATTACHMENT 1
TO SUPPLEMENT

GREENBRIER RAILCAR INC.

Initials

	OLD CAR NUMBER	NEW CAR NUMBER
SSW	70655	KCS 512000
SSW	70669	KCS 512001
SSW	70674	KCS 512002
SSW	70691	KCS 512003
SSW	70699	KCS 512004
SP	496323	KCS 512005
SP	496329	KCS 512006
SP	496340	KCS 512007
SP	496353	KCS 512008
SP	496444	KCS 512009
SSW	79344	KCS 512010
SP	496330	KCS 512011
SSW	70656	KCS 512012
SP	496332	KCS 512013
SP	496379	KCS 512014
SP	496404	KCS 512015
SP	496427	KCS 512016
SP	496432	KCS 512017
SP	496434	KCS 512018
SP	496436	KCS 512019
SSW	79380	KCS 512021
SSW	70678	KCS 512025
SP	496251	KCS 518000
SP	496263	KCS 518001
SSW	79858	KCS 518002
SSW	70719	KCS 518003
SSW	70741	KCS 518004
SSW	70757	KCS 518005
SSW	70769	KCS 518006
SSW	71510	KCS 518007
SSW	71540	KCS 518008
SSW	71603	KCS 518009
SSW	71617	KCS 518010
SSW	71639	KCS 518011
SSW	71641	KCS 518012
SP	496207	KCS 518013
SSW	76335	KCS 518014
SSW	76351	KCS 518015
SSW	76467	KCS 518016
SSW	70732	KCS 518018
SSW	70734	KCS 518020
SSW	70771	KCS 518021
SSW	71561	KCS 518025
SSW	71577	KCS 518026
SSW	71600	KCS 518028
SSW	71634	KCS 518029
SSW	71637	KCS 518030
SSW	71645	KCS 518031
SSW	77703	KCS 520000
SSW	77725	KCS 520001
SSW	77833	KCS 520004
SSW	77845	KCS 520006
SSW	77868	KCS 520007
SSW	77876	KCS 520008
SSW	77879	KCS 520009
SSW	77886	KCS 520010
SSW	77849	KCS 520011
SSW	77929	KCS 521000
SSW	77999	KCS 521001
SSW	77951	KCS 521003
SSW	77931	KCS 521004
SSW	77208	KCS 524000
SSW	77379	KCS 524001
SSW	77423	KCS 524002
SSW	77623	KCS 524003
SSW	77232	KCS 524004
SSW	77482	KCS 524005
SSW	77507	KCS 524008
SSW	77586	KCS 524009
SSW	77646	KCS 524010
SSW	76250	KCS 525000
SSW	79642	KCS 525001
SSW	79955	KCS 525002
SSW	76204	KCS 525003
SSW	76225	KCS 525004
SSW	76234	KCS 525005
SSW	76260	KCS 525006
SSW	76964	KCS 526000
SSW	76999	KCS 526001
SSW	73502	KCS 527000
SSW	73518	KCS 527001
SSW	73660	KCS 527002
SSW	73900	KCS 527003
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SSW	74207	KCS 528003
SSW	74339	KCS 528004
SSW	74464	KCS 528005
SSW	74597	KCS 530000
SSW	74674	KCS 530001
SSW	74753	KCS 530002
SSW	74846	KCS 530003
SSW	74895	KCS 530004
SSW	74978	KCS 530005
SSW	74533	KCS 530006
SSW	74601	KCS 530007
SSW	74671	KCS 530009
SSW	74672	KCS 530010
SSW	74989	KCS 530011
SSW	74721	KCS 530012
SSW	74740	KCS 530013
SSW	74745	KCS 530014
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SSW	74850	KCS 530016
SSW	74859	KCS 530017
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SSW	74965	KCS 530023
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SSW	74564	KCS 530026
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SSW	74952	KCS 530048
SSW	74955	KCS 530049
SSW	74964	KCS 530050
SSW	74985	KCS 530051
SSW	74500	KCS 530052
SSW	78717	KCS 533000
SSW	78683	KCS 533001
SSW	78630	KCS 533002
SSW	78685	KCS 533003
SSW	78837	KCS 533005
SSW	78905	KCS 533006
SSW	78919	KCS 533007
SSW	70042	KCS 538000
SSW	70124	KCS 538001
SSW	70332	KCS 538002

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