

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO. 18130-L FILED The Greenbrier Companies, Inc.

OCT 02 '03

3-17 PM

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

October 1, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) fully executed and acknowledged originals and two (2) photocopies of a Full Release Agreement dated as of September 8, 2003 (the "Release"), a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The Release relates to the Mortgage and Security Agreement dated as of June 10, 1993, which was filed and recorded on June 10, 1993, and assigned Recordation Number 18130-A.

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

Secured Party: ING Bank N.V. as successor by merger of  
ING Lease Structured Finance B.V.  
Bijlmerplein 888  
Amsterdam-Zuidoost 1000BV  
The Netherlands

Borrower: Greenbrier Railcar, Inc.  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

The railroad equipment covered by the enclosed Release includes six Lease Schedules between Borrower as Lessor, and Union Pacific Railroad Company as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, (collectively "Lessee"), and 212 railcars described as follows:

**SCHEDULE NO. 8B**

Ten (10) covered hopper railcars marked and numbered GVSR 520035 through GVSR 525063, non-inclusive, set forth on Schedule 1 to the Release.

**SCHEDULE NO. 13D**

Ten (10) copper boxcars marked and numbered GVSR 132080 through GVSR 134090, non-inclusive, more completely set forth on Schedule 1 to the Release.

Mr. Vernon A. Williams  
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SCHEDULE NO. 15B

Nine (9) hi-cube boxcars marked and numbered VCY 142042 through VCY 144084, non-inclusive, more completely set forth on Schedule 1 to the Release.

SCHEDULE NO. 16F

Sixty-two (62) hi-cube boxcars marked and numbered VCY 142853 through VCY 181226, non-inclusive, more completely set forth on Schedule 1 to the Release.

SCHEDULE NO. 19D

Eighty-four (84) RBL boxcars marked and numbered GVSR 766000 through GVSR 768101, non-inclusive, more completely set forth on Schedule 1 to the Release.

SCHEDULE 22A

Thirty-seven (37) airslide covered hopper railcars marked and numbered GVSR 508002 through GVSR 513030, non-inclusive, more completely set forth on Schedule 1 to the Release.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Full Release Agreement dated as of September 8, 2003 2003, covering the June 10, 1993 Security Agreement between ING Bank N.V. as successor by merger of ING Lease Structured Finance B.V., Secured Party and Greenbrier Railcar, Inc. as Borrower.

Kindly return stamped copies of the enclosed Release to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

  
Janet E. Germer  
Executive Assistant

jeg  
Enclosure

cc: Robert W. Alvord, Esq.

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## SCHEDULE 1

Those Lease Schedules between Borrower as Lessor, and Union Pacific Railroad Company, successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, (collectively "Lessee"), as described below:

### Lease Schedules

Schedule No. 8B dated as of November 5, 1991 between Borrower, as Lessor and Lessee to Master Lease Agreement dated as of March 14, 1991 between Borrower and Lessee (the "Master Lease") as amended February 5, 1993 by Amendment to Schedule No. 8B of the Master Lease to the extent of ten (10) additional railcars that were not described in the Mortgage and Security Agreement dated as of February 24, 1993 and filed at the Interstate Commerce Commission on February 24, 1993 and assigned Recordation Number 18130 and also deposited in the office of the Registrar General of Canada on February 24, 1993.

#### **Description of Cars: Covered Hopper Railcars**

Schedule No. 13D dated as of September 4, 1992 between Borrower, as Lessor and Lessee to the Master Lease.

#### **Description of Cars: Copper Boxcars**

Schedule No. 15B dated as of October 22, 1992 between Borrower, as Lessor, and Lessee to the Master Lease.

#### **Description of Cars: Hi-Cube Boxcars**

Schedule No. 16F dated as of June 2, 1992 between Borrower, as Lessor, and Lessee to the Master Lease as amended October 20, 1992 by Amendment to Schedule No. 16F of the Master Lease.

#### **Description of Cars: Hi-Cube Boxcars**

Schedule No. 19D dated as of November 19, 1992 between Borrower, as Lessor, and Lessee to the Master Lease.

#### **Description of Cars: RBL Boxcars**

Schedule No. 22A dated as of May 11, 1992 between Borrower, as Lessor, and Lessee to the Master Lease.

**Description of Cars: Airslide Covered Hoppers**

Railcars:

(See attached pages 1 through 2)

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SCHEDULE 1

LEASE SCHED	OLD CAR NO.	NEW CAR NO.	LEASE SCHED	OLD CAR NO.	NEW CAR NO.
16F	SP 227780	VCY 143035	19D	SP 697357	GVSR 766055
16F	SP 227827	VCY 143038	19D	SP 697360	GVSR 766058
16F	SP 227874	VCY 143028	19D	SP 697361	GVSR 766003
16F	SP 228054	VCY 143029	19D	SP 697366	GVSR 766026
16F	SP 228070	VCY 143037	19D	SP 697382	GVSR 766053
22A	SP 228146	VCY 143030	19D	SP 697396	GVSR 766005
22A	SP 404036	GVSR 508006	19D	SP 697402	GVSR 766115
22A	SP 404053	GVSR 513007	19D	SP 697410	GVSR 766048
22A	SP 404066	GVSR 513000	19D	SP 697415	GVSR 766101
13D	SP 404081	GVSR 513026	19D	SP 697417	GVSR 766035
13D	SP 605036	GVSR 132090	19D	SP 697436	GVSR 766175
13D	SP 605051	GVSR 132091	19D	SP 697439	GVSR 766186
13D	SP 605057	GVSR 132095	19D	SP 697440	GVSR 766103
13D	SP 605059	GVSR 132088	19D	SP 697444	GVSR 766175
13D	SP 605101-	GVSR 132081	19D	SP 697447	GVSR 766103
13D	SP 605197	GVSR 132094	19D	SP 697449	GVSR 766152
13D	SP 605268	GVSR 134064	19D	SP 697462	GVSR 766196
13D	SP 605311	GVSR 134090	19D	SP 697469	GVSR 766150
15B	SP 605432	VCY 144084	19D	SSW 023254	GVSR 766079
15B	SP 605472	VCY 144082	19D	SSW 023260	GVSR 766192
19D	SP 664289	GVSR 768054	19D	SSW 023275	GVSR 766073
19D	SP 694772	GVSR 768100	19D	SSW 023284	GVSR 766076
19D	SP 694820	GVSR 766042	19D	SSW 023289	GVSR 766072
19D	SP 697101	GVSR 766037	19D	SSW 023291	GVSR 766071
19D	SP 697113	GVSR 766009	19D	SSW 023296	GVSR 766253
19D	SP 697126	GVSR 766182	19D	SSW 023314	GVSR 766066
19D	SP 697127	GVSR 766033	19D	SSW 023321	GVSR 766124
19D	SP 697129	GVSR 766056	19D	SSW 023349	GVSR 766069
19D	SP 697140	GVSR 766051	19D	SSW 023355	GVSR 766118
19D	SP 697146	GVSR 766032	19D	SSW 023361	GVSR 766091
19D	SP 697166	GVSR 766052	19D	SSW 023366	GVSR 766088
19D	SP 697168	GVSR 766188	19D	SSW 023394	GVSR 766184
19D	SP 697172	GVSR 766059	19D	SSW 023398	GVSR 766106
19D	SP 697173	GVSR 766164	19D	SSW 023401	GVSR 766200
19D	SP 697176	GVSR 766034	19D	SSW 023404	GVSR 766112
19D	SP 697180	GVSR 766031	19D	SSW 023405	GVSR 766177
19D	SP 697181	GVSR 766060	19D	SSW 023408	GVSR 766113
19D	SP 697187	GVSR 766105	19D	SSW 023410	GVSR 766156
19D	SP 697218	GVSR 766109	19D	SSW 023413	GVSR 766089
19D	SP 697225	GVSR 766046	19D	SSW 023416	GVSR 766147
19D	SP 697250	GVSR 766143	19D	SSW 023419	GVSR 766099
19D	SP 697255	GVSR 766063	19D	SSW 023421	GVSR 766098
19D	SP 697262	GVSR 766001	19D	SSW 023423	GVSR 766092
19D	SP 697263	GVSR 766025	19D	SSW 023430	GVSR 766141
19D	SP 697285	GVSR 766029	19D	SSW 023431	GVSR 766137
19D	SP 697289	GVSR 766067	19D	SSW 023434	GVSR 766160
19D	SP 697290	GVSR 766062	19D	SSW 023440	GVSR 766197
19D	SP 697293	GVSR 766000	19D	SSW 023442	GVSR 766139
19D	SP 697297	GVSR 766038	19D	SSW 023443	GVSR 766189
19D	SP 697308	GVSR 766054	19D	SSW 023445	GVSR 766149
19D	SP 697330	GVSR 766100	19D	SSW 023446	GVSR 766093
19D	SP 697353		19D	SSW 023449	GVSR 766094
			16F	SSW 023732	VCY 142586
			16F	SSW 061164	VCY 142553
			16F	SSW 061409	

SCHEDULE 1

LEASE SCHED	OLD CAR NO.	NEW CAR NO.	LEASE SCHED	OLD CAR NO.	NEW CAR NO.
16F	SSW 061420	VCY 142583	16F	SSW 067971	VCY 181209
16F	SSW 061647	VCY 142587	16F	SSW 067978	VCY 181107
15B	SSW 062634	VCY 142047	16F	SSW 067980	VCY 181193
15B	SSW 062653	VCY 142046	16F	SSW 067981	VCY 181206
15B	SSW 062655	VCY 142042	16F	SSW 067984	VCY 181108
15B	SSW 062660	VCY 142043	16F	SSW 067987	VCY 181199
15B	SSW 062681	VCY 142048	16F	SSW 067989	VCY 181213
15B	SSW 062686	VCY 142044	16F	SSW 067991	VCY 181207
15B	SSW 062700	VCY 142045	16F	SSW 067994	VCY 181114
16F	SSW 067753	VCY 181135	08B	SSW 077322	GVSR 524118
16F	SSW 067761	VCY 181200	08B	SSW 077394	GVSR 524115
16F	SSW 067769	VCY 181226	08B	SSW 077421	GVSR 524116
16F	SSW 067777	VCY 181153	08B	SSW 077425	GVSR 524120
16F	SSW 067784	VCY 181101	08B	SSW 077447	GVSR 524119
16F	SSW 067785	VCY 181157	08B	SSW 077467	GVSR 524114
16F	SSW 067795	VCY 181127	08B	SSW 077504	GVSR 524124
16F	SSW 067806	VCY 181112	08B	SSW 077511	GVSR 524117
16F	SSW 067807	VCY 181113	08B	SSW 077712	GVSR 520035
16F	SSW 067809	VCY 181160	22A	SSW 079703	GVSR 508013
16F	SSW 067818	VCY 181132	22A	SSW 079707	GVSR 508026
16F	SSW 067819	VCY 181151	22A	SSW 079710	GVSR 508041
16F	SSW 067820	VCY 181122	22A	SSW 079712	GVSR 508005
16F	SSW 067825	VCY 181007	22A	SSW 079714	GVSR 508015
16F	SSW 067826	VCY 181115	22A	SSW 079716	GVSR 508037
16F	SSW 067831	VCY 181149	22A	SSW 079721	GVSR 508025
16F	SSW 067833	VCY 181219	22A	SSW 079726	GVSR 508016
16F	SSW 067834	VCY 181116	22A	SSW 079727	GVSR 508018
16F	SSW 067836	VCY 181129	22A	SSW 079728	GVSR 508034
16F	SSW 067842	VCY 181134	22A	SSW 079729	GVSR 508012
16F	SSW 067846	VCY 181179	22A	SSW 079740	GVSR 508024
16F	SSW 067863	VCY 181222	22A	SSW 079741	GVSR 508027
16F	SSW 067872	VCY 181110	22A	SSW 079747	GVSR 508008
16F	SSW 067873	VCY 181100	22A	SSW 079754	GVSR 508044
16F	SSW 067874	VCY 181148	22A	SSW 079755	GVSR 508036
16F	SSW 067878	VCY 181161	22A	SSW 079756	GVSR 508002
16F	SSW 067879	VCY 181145	22A	SSW 079758	GVSR 508035
16F	SSW 067883	VCY 181126	22A	SSW 079762	GVSR 508017
16F	SSW 067884	VCY 181106	22A	SSW 079763	GVSR 508032
16F	SSW 067889	VCY 181120	22A	SSW 079767	GVSR 508010
16F	SSW 067900	VCY 181111	22A	SSW 079768	GVSR 508009
16F	SSW 067902	VCY 181133	22A	SSW 079769	GVSR 508028
16F	SSW 067909	VCY 181123	22A	SSW 079778	GVSR 513011
16F	SSW 067912	VCY 181142	22A	SSW 079779	GVSR 513016
16F	SSW 067917	VCY 181118	22A	SSW 079782	GVSR 513023
16F	SSW 067918	VCY 181119	22A	SSW 079783	GVSR 513030
16F	SSW 067920	VCY 181117	22A	SSW 079789	GVSR 513021
16F	SSW 067921	VCY 181121	22A	SSW 079790	GVSR 513020
16F	SSW 067924	VCY 181136	22A	SSW 079791	GVSR 513006
16F	SSW 067929	VCY 181137	22A	SSW 079792	GVSR 513012
16F	SSW 067935	VCY 181150	22A	SSW 079795	GVSR 513015
16F	SSW 067955	VCY 181194	22A	SSW 079798	GVSR 513022
16F	SSW 067962	VCY 181102	08B	SSW 079913	GVSR 525063

TOTAL CARS:

212

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Mr A.A. van Berge  
Mr R.J.C. van Helden  
Mr M.R. Meijer  
Mr J. Borren  
notarissen

Seen by me, Rudolf Jan Cornelis van Helden, notaris, residing in Amsterdam (The Netherlands), for legalization of the signatures of Mr. B. Dijkhuizen and Mr. E.H. de Jonge, proxy holders of **ING Bank N.V.**, established in Amsterdam, registered with the trade register of the Chamber of Commerce under file number 33.031.431, and in said capacity together representing this company in accordance with its articles of association.

Amsterdam, September 8<sup>th</sup>, 2003.

Keizersgracht 695-697  
1017 DW Amsterdam  
Telefoon 020-531 70 70  
Telefax 020-627 53 08

