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OF COUNSEL
URRAN A. LESTER

RECORDATION NO. 26890-B FILED

October 15 2009

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Anne K. Quinlan, Esq
Acting Secretary
Surface Transportation Board
395 "E" Street, S W
Washington, D C 20423-0001

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Additional Collateral, dated as of October 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Credit Agreement and Security Agreement previously filed with the Board under Recordation Number 26890

The name and address of the party to the enclosed document are

Administrative
Agent

Bank of America, N.A.
800 Fifth Avenue, Floor 32
Seattle, Washington 98104

Borrower

Greenbrier Leasing Company LLC
One Centerpointe Drive
Lake Oswego, Oregon 97035

Anne K Quinlan, Esq
October 15, 2009
Page 2

A description of the railroad equipment covered by the enclosed document
is

14 railcars within the series GBRX 32661 - GBRX 32674 as more
particularly set forth in the equipment schedule attached to the document

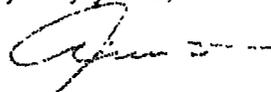
A short summary of the document to appear in the index is

Memorandum of Additional Collateral

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



Robert W Alvord

RWA/bhs
Enclosures

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MEMORANDUM OF ADDITIONAL COLLATERAL

SURFACE TRANSPORTATION BOARD

This Memorandum of Additional Collateral is made and entered into as of October 5, 2009, by and among GREENBRIER LEASING COMPANY LLC (hereinafter the "Debtor"), and BANK OF AMERICA, N A., as agent (in such capacity, the "Administrative Agent") for the lenders party to the Credit Agreement (the "Lenders"), respecting (i) that certain Credit Agreement dated as of March 30, 2007 (as amended or otherwise modified from time to time, the "Credit Agreement"), among Debtor, Administrative Agent and the Lenders, and (ii) that certain Security Agreement dated as of March 30, 2007 (as amended or otherwise modified from time to time, the "Security Agreement"), entered into between the Debtor and the Administrative Agent. This Memorandum of Additional Collateral is in addition to and supplements that certain Memorandum Credit Agreement and Security Agreement filed March 30, 2007, recordation number 26890.

Debtor and Administrative Agent hereby affirm and acknowledge that: the Lenders have agreed to loan to the Debtor and the Debtor has agreed to borrow from the Lenders, and the Debtor has agreed to grant the Administrative Agent, for the benefit of itself and the Lenders, a first priority security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Schedule A attached hereto as additional collateral in order to secure Debtor's performance of its obligations as described in the Credit Agreement and Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Additional Collateral to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written

BORROWER

ADMINISTRATIVE AGENT.

GREENBRIER LEASING COMPANY
LLC

BANK OF AMERICA, N A

By 

By _____

Name Lacey Stanley

Name _____

Title Vice President

Title _____

STATE OF OREGON)
)
COUNTY OF CLATSOP) SS

On this 14th of October, 2009, before me personally appeared Larry Stanley, to me personally known, who being duly sworn, stated that he is Vice President of BANK OF AMERICA, N.A., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Sheri Clarke Grether
Notary Public

My Commission Expires 11-8-2009



IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Additional Collateral to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER.

GREENBRIER LEASING COMPANY
LLC

By _____

Name: _____

Title _____

ADMINISTRATIVE AGENT:

BANK OF AMERICA, N A

By. Brenda H Little

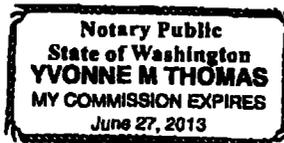
Name: Brenda H Little

Title: Vice President

STATE OF Washington)
)
COUNTY OF King) SS

On this 15th of October, 2009, before me personally appeared Brenda H. Little, to me personally known, who being duly sworn, stated that she is Vice President of BANK OF AMERICA, N.A., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Yvonne M. Thomas
Notary Public
YVONNE M. THOMAS
My Commission Expires 6-27-2013



Schedule A

<u>Lease ID</u>	<u>Car Mark</u>	<u>Car Number</u>
O05-004	GBRX	32661
O05-004	GBRX	32662
O05-004	GBRX	32663
O05-004	GBRX	32664
O05-004	GBRX	32665
O05-004	GBRX	32666
O05-004	GBRX	32667
O05-004	GBRX	32668
O05-004	GBRX	32669
O05-004	GBRX	32670
O05-004	GBRX	32671
O05-004	GBRX	32672
O05-004	GBRX	32673
O05-004	GBRX	32674

CERTIFICATION:

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 10/15/09



Robert W. Alvord