

RECORDATION NO 29966-A FILED  
April 27, 2012 02:00 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

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

20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

April 27, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Memorandum of Security Interest, effective as of February 16, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Interest previously filed with the Board under Recordation Number 29966.

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

Secured Party: GATX Third Aircraft, LLC (f/k/a  
GATX Third Aircraft Corporation)  
222 West Adams Street  
Chicago, IL 60661

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

Chief  
Section of Administration  
April 27, 2012  
Page 2

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

112 railcars within the series WRWK 513390 – WRWK 513504 as more particularly set forth in the attachment to the document.

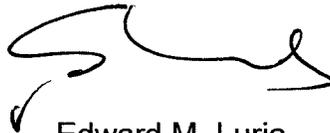
A short summary of the document to appear in the index is:

Termination of Memorandum of Security Interest.

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

---

TERMINATION OF  
MEMORANDUM OF SECURITY INTEREST  
BETWEEN  
GREENBRIER RAILCAR LEASING, INC.  
AND  
GATX THIRD AIRCRAFT, LLC  
EFFECTIVE FEBRUARY 16, 2012

---

THIS TERMINATION OF MEMORANDUM OF SECURITY INTEREST (this "Termination"), dated as of April 27, 2012 and effective as of February 16, 2012, is between Greenbrier Railcar Leasing, Inc., a Washington corporation ("GRL"), and GATX Third Aircraft, LLC (f/k/a GATX Third Aircraft Corporation), a Delaware limited liability company ("GATX"), and is filed pursuant to the terms of that certain Exchange Agreement, dated as of October 24, 2011, by and among GRL, GATX Corporation and Manufacturer (as defined below), as amended (the "Agreement").

WHEREAS, GATX and GRL previously filed a Memorandum of Security Interest (the "Memorandum"), dated October 24, 2011, with the Surface Transportation Board on November 2, 2011, which was duly recorded under recordation number 29966, for the 112 railcars marked as indicated on Exhibit A thereto (the "Existing Cars") in order to secure performance by a manufacturer affiliated with GRL (the "Manufacturer") of its obligations under the Agreement; and

WHEREAS, such obligations of Manufacturer have now been fulfilled,

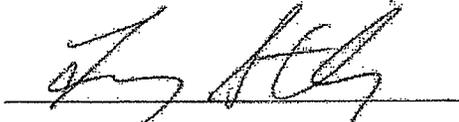
NOW THEREFORE, GATX and GRL are filing this Termination in order to terminate the foregoing Memorandum and to fully release GATX's security interest in the Existing Cars (and the individual wells of the Existing Cars in the event the Existing Cars are uncoupled).

This Termination may be executed in one or more counterparts, and via facsimile or other form of electronic transmission, each of which shall be deemed an original and all of the which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be signed by their respective authorized officers as of the date and year first above written.

GREENBRIER RAILCAR LEASING, INC.

GATX THIRD AIRCRAFT, LLC

BY: 

BY: \_\_\_\_\_

NAME: Larry D. Stanley

NAME: James Zupancich

TITLE: Senior Vice President

TITLE: Vice President

THIS TERMINATION OF MEMORANDUM OF SECURITY INTEREST (this "Termination"), dated as of April 27, 2012 and effective as of February 16, 2012, is between Greenbrier Railcar Leasing, Inc., a Washington corporation ("GRL"), and GATX Third Aircraft, LLC (f/k/a GATX Third Aircraft Corporation), a Delaware limited liability company ("GATX"), and is filed pursuant to the terms of that certain Exchange Agreement, dated as of October 24, 2011, by and among GRL, GATX Corporation and Manufacturer (as defined below), as amended (the "Agreement").

WHEREAS, GATX and GRL previously filed a Memorandum of Security Interest (the "Memorandum"), dated October 24, 2011, with the Surface Transportation Board on November 2, 2011, which was duly recorded under recordation number 29966, for the 112 railcars marked as indicated on Exhibit A thereto (the "Existing Cars") in order to secure performance by a manufacturer affiliated with GRL (the "Manufacturer") of its obligations under the Agreement; and

WHEREAS, such obligations of Manufacturer have now been fulfilled.

NOW THEREFORE, GATX and GRL are filing this Termination in order to terminate the foregoing Memorandum and to fully release GATX's security interest in the Existing Cars (and the individual wells of the Existing Cars in the event the Existing Cars are uncoupled).

This Termination may be executed in one or more counterparts, and via facsimile or other form of electronic transmission, each of which shall be deemed an original and all of the which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be signed by their respective authorized officers as of the date and year first above written.

GREENBRIER RAILCAR LEASING, INC.

GATX THIRD AIRCRAFT, LLC

BY: \_\_\_\_\_

BY:  \_\_\_\_\_

NAME: Larry D. Stanley

NAME: James Zupancich

TITLE: Senior Vice President

TITLE: Vice President

STATE OF OREGON

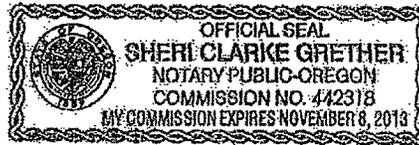
)  
) ss.  
)

COUNTY OF CLACKAMAS

On this 25<sup>th</sup> day of April, 2012, before me personally appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Greenbrier Railcar Leasing, Inc. and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

*Sheri Clarke Grether*  
NOTARY PUBLIC

My commission expires: November 8, 2013



STATE OF ILLINOIS

)  
) ss.  
)

COUNTY OF COOK

On this \_\_\_\_ day of April, 2012, before me personally appeared James Zupancich, to me personally known, who being by me duly sworn, says that he is the Vice President of GATX Third Aircraft, LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this \_\_\_\_ day of April, 2012, before me personally appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Greenbrier Railcar Leasing, Inc. and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 26 day of April, 2012, before me personally appeared James Zupancich, to me personally known, who being by me duly sworn, says that he is the Vice President of GATX Third Aircraft, LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

*Patricia Lodge*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: 02/01/2015



**EXHIBIT A  
EXISTING CARS**

WRWK513390	WRWK513422	WRWK513452	WRWK513482
WRWK513391	WRWK513423	WRWK513453	WRWK513483
WRWK513392	WRWK513424	WRWK513454	WRWK513484
WRWK513394	WRWK513425	WRWK513455	WRWK513485
WRWK513395	WRWK513426	WRWK513456	WRWK513486
WRWK513396	WRWK513427	WRWK513457	WRWK513488
WRWK513397	WRWK513428	WRWK513458	WRWK513489
WRWK513398	WRWK513429	WRWK513459	WRWK513490
WRWK513399	WRWK513430	WRWK513460	WRWK513491
WRWK513400	WRWK513431	WRWK513461	WRWK513492
WRWK513401	WRWK513432	WRWK513462	WRWK513493
WRWK513402	WRWK513433	WRWK513463	WRWK513494
WRWK513404	WRWK513434	WRWK513464	WRWK513495
WRWK513405	WRWK513435	WRWK513465	WRWK513496
WRWK513406	WRWK513436	WRWK513466	WRWK513497
WRWK513407	WRWK513437	WRWK513467	WRWK513498
WRWK513408	WRWK513438	WRWK513468	WRWK513499
WRWK513409	WRWK513439	WRWK513469	WRWK513500
WRWK513410	WRWK513440	WRWK513470	WRWK513501
WRWK513411	WRWK513441	WRWK513471	WRWK513502
WRWK513412	WRWK513442	WRWK513472	WRWK513503
WRWK513413	WRWK513443	WRWK513473	WRWK513504
WRWK513414	WRWK513444	WRWK513474	
WRWK513415	WRWK513445	WRWK513475	Total Cars: 112
WRWK513416	WRWK513446	WRWK513476	
WRWK513417	WRWK513447	WRWK513477	
WRWK513418	WRWK513448	WRWK513478	
WRWK513419	WRWK513449	WRWK513479	
WRWK513420	WRWK513450	WRWK513480	
WRWK513421	WRWK513451	WRWK513481	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 4/27/12

Edward M Luria  
Edward M. Luria