

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 22, 2013

Chief of the 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 Memorandum of Additional Collateral, dated as of August 22, 2013, 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 27496.

The names and addresses of the parties 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

Section Chief
August 22, 2013
Page 2

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

70 covered hopper cars: GBRX 67000 - GBRX 67069.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ADDITIONAL COLLATERAL

This Memorandum of Additional Collateral is made and entered into as of August ^{22nd}, 2013, 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 May 9, 2008 (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 May 9, 2008 (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 May 9, 2009, recordation number 27496.

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:

GREENBRIER LEASING COMPANY
LLC

By:  _____

Name: Larry Stanley

Title: Senior Vice President

ADMINISTRATIVE AGENT:

BANK OF AMERICA, N.A.

By:  _____

Name: JOAN MOK

Title: VICE PRESIDENT

STATE OF _____)
)
COUNTY OF _____)

SS:

On this _____ of August, 2013, before me personally appeared _____, to me personally known, who being duly sworn, stated that he is _____ 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.

N/A
See attached

Notary Public

My Commission Expires:

ACKNOWLEDGMENT

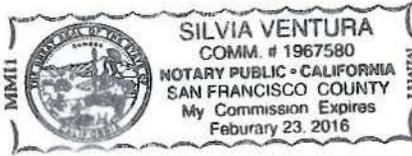
State of California
County of San Francisco)

On August 22nd, 2013 before me, Silvia Ventura, Notary Public,
(insert name and title of the officer)

personally appeared Joan Moak
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

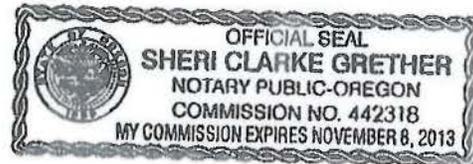


Signature [Handwritten Signature] (Seal)

STATE OF OREGON)
)
COUNTY OF CLACKAMAS) SS:

On this 22nd day of August, 2013, before me personally appeared Larry Stanley, to me personally known, who being duly sworn, stated that s/he is Senior Vice President of GREENBRIER LEASING COMPANY LLC and that said instrument was signed on behalf of said company by authority of its Manager, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public



My Commission Expires: November 8, 2013

Schedule A

Lease ID M19-001: Seventy (70) 5,188 c.f. covered hopper railcars, marked and numbered as follows:

Mark	Number	Mark	Number
GBRX	67000	GBRX	67035
GBRX	67001	GBRX	67036
GBRX	67002	GBRX	67037
GBRX	67003	GBRX	67038
GBRX	67004	GBRX	67039
GBRX	67005	GBRX	67040
GBRX	67006	GBRX	67041
GBRX	67007	GBRX	67042
GBRX	67008	GBRX	67043
GBRX	67009	GBRX	67044
GBRX	67010	GBRX	67045
GBRX	67011	GBRX	67046
GBRX	67012	GBRX	67047
GBRX	67013	GBRX	67048
GBRX	67014	GBRX	67049
GBRX	67015	GBRX	67050
GBRX	67016	GBRX	67051
GBRX	67017	GBRX	67052
GBRX	67018	GBRX	67053
GBRX	67019	GBRX	67054
GBRX	67020	GBRX	67055
GBRX	67021	GBRX	67056
GBRX	67022	GBRX	67057
GBRX	67023	GBRX	67058
GBRX	67024	GBRX	67059
GBRX	67025	GBRX	67060
GBRX	67026	GBRX	67061
GBRX	67027	GBRX	67062
GBRX	67028	GBRX	67063
GBRX	67029	GBRX	67064
GBRX	67030	GBRX	67065
GBRX	67031	GBRX	67066
GBRX	67032	GBRX	67067
GBRX	67033	GBRX	67068
GBRX	67034	GBRX	67069

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: 8-22-13

Edward M Luria
Edward M. Luria