

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgraillaw.com

October 19, 2016

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2205

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Additional Collateral, a secondary document, dated as of October 19, 2016. The primary document to which this is connected is recorded under Recordation Number 31113. We request that this document be recorded under Recordation Number 31113-K.

The names and addresses of the parties to the Memorandum of Additional Collateral are:

Administrative Agent:

Bank of America, N.A.
1455 Market Street, 5th Floor
CA5-701-05-19
San Francisco, CA 94103

Debtor:

Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

A description of the equipment covered by the Memorandum of Additional Collateral consists of 99 covered hopper cars numbered AOKX 481528, 481533, 481542, 481764, 482002, 482008, 482010, 482012, 482013, 482015, 482021, 482023, 482025, 482028, 482029, 482032, 482033, 482034, 482042, 482047, 482053, 482054, 482056-482066, inclusive, 482068, 482072, 482086, 482090, 482093, 482097, 482110, 482115, 482117, 482122, 482131, 482135, 482137-482160, inclusive, 482162-482172, inclusive, 482174, 482175, 482176, 482178, 482179, 482181, 482182, 482184-482191, inclusive, 482193, 482194, 482195, and 496614; and 100 covered hopper cars numbered AOKX 480017, 480025, 480204, 480444, 480446, 480624, 480817, 480825, 480829-480833, inclusive,

Ms. Cynthia T. Brown
October 19, 2016
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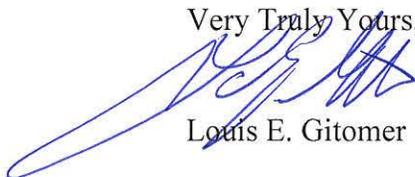
480835, 480839, 480842, 480845, 480849, 480853, 480854, 480861, 480867, 480872, 480874, 480875, 480877, 480882, 480907, 480990, 480991, 481049, 481078, 481085, 481089, 481090, 481094, 481100, 481101, 481209, 481361, 481377, 481382, 481466, 481502, 481515, 481519, 481525, 481532, 481537, 481757, 481763, 481785, 481786, 481789, 481795, 481803, 481805, 481810, 481873, 482930-482933, inclusive, 482935, 482937, 482938, 482939, 482973, 483046, 483047, 483049, 483051-483055, inclusive, 483058, 483093, 483095-483100, inclusive, 483102, 492783, 492869, 492873, 492895, 493117, 495067, 495360, 495630, 495634, 496685, 496693, 496701, 496725, 498097, and 499760.

A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Additional Collateral between Bank of America, N.A., 1455 Market Street, 5th Floor, CA5-701-05-19, San Francisco, CA 94103, and Greenbrier Leasing Company LLC, One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035, covering 99 covered hopper cars numbered AOKX 481528, 481533, 481542, 481764, 482002, 482008, 482010, 482012, 482013, 482015, 482021, 482023, 482025, 482028, 482029, 482032, 482033, 482034, 482042, 482047, 482053, 482054, 482056-482066, inclusive, 482068, 482072, 482086, 482090, 482093, 482097, 482110, 482115, 482117, 482122, 482131, 482135, 482137-482160, inclusive, 482162-482172, inclusive, 482174, 482175, 482176, 482178, 482179, 482181, 482182, 482184-482191, inclusive, 482193, 482194, 482195, and 496614; and 100 covered hopper cars numbered AOKX 480017, 480025, 480204, 480444, 480446, 480624, 480817, 480825, 480829-480833, inclusive, 480835, 480839, 480842, 480845, 480849, 480853, 480854, 480861, 480867, 480872, 480874, 480875, 480877, 480882, 480907, 480990, 480991, 481049, 481078, 481085, 481089, 481090, 481094, 481100, 481101, 481209, 481361, 481377, 481382, 481466, 481502, 481515, 481519, 481525, 481532, 481537, 481757, 481763, 481785, 481786, 481789, 481795, 481803, 481805, 481810, 481873, 482930-482933, inclusive, 482935, 482937, 482938, 482939, 482973, 483046, 483047, 483049, 483051-483055, inclusive, 483058, 483093, 483095-483100, inclusive, 483102, 492783, 492869, 492873, 492895, 493117, 495067, 495360, 495630, 495634, 496685, 496693, 496701, 496725, 498097, and 499760.

Very Truly Yours,



Louis E. Gitomer

MEMORANDUM OF ADDITIONAL COLLATERAL

This Memorandum of Additional Collateral is made and entered into as of October 19th, 2016, 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 20, 2014 (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 20, 2014 (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 with the Surface Transportation Board on March 20, 2014, under Recordation No. 31113, and the Memorandum of Security Agreement dated March 20, 2014 between the Administrative Agent and the Debtor and deposited in the Office of the Registrar General of Canada as Document Key 23165.

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 and other holders of the "Obligations" (as defined in the Credit Agreement), a security interest in (i) certain railroad equipment identified by reporting marks and road numbers as listed on Schedule A attached hereto and all accessions to each of the foregoing (collectively, the "Pledged Railcars") and (ii) in all leases by Debtor covering any of the Pledged Railcars, whether such lease is now existing or subsequently created and whether or not a memorandum of such lease has been filed with the United States Surface Transportation Board, in order to secure Debtor's performance of its obligations as described in the Credit Agreement and Security Agreement, in each case with respect to clauses (i) and (ii), to the extent constituting Collateral (as defined in the Security Agreement); provided, however, that any buyer of locomotives, railcars and other rolling stock in the ordinary course of the Debtor's business takes free of the Administrative Agent's security interest.

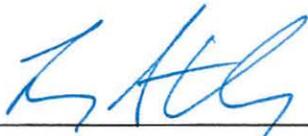
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due authority, has caused this Memorandum of Additional Collateral to be duly executed in its name by its officers, thereunto duly authorized, all as of the date first above written.

DEBTOR:

ADMINISTRATIVE AGENT:

GREENBRIER LEASING COMPANY LLC

BANK OF AMERICA, N.A., as
Administrative Agent

By: 

By: _____

Name: Larry Stanley

Name: _____

Title: Senior Vice President

Title: _____

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

DEBTOR:

GREENBRIER LEASING COMPANY LLC

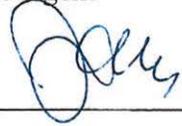
By: _____

Name: _____

Title: _____

ADMINISTRATIVE AGENT:

BANK OF AMERICA, N.A., as
Administrative Agent

By: _____


Name: JOAN MOK

Title: VICE PRESIDENT

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of San Francisco)

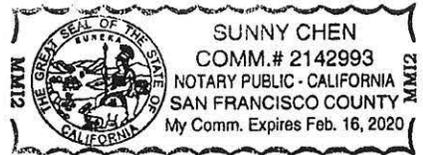
On October 19, 2016 before me, Sunny Chen, Notary Public
(insert name and title of the officer)

personally appeared Joan Mok,
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.

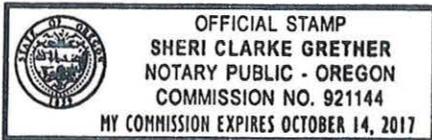
WITNESS my hand and official seal.

Signature  (Seal)



STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 19th day of October, 2016, before me personally appeared Larry D. Stanley, to me personally known, who being duly sworn, stated that 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

My Commission Expires: October 14, 2017

Schedule A

Lease ID D23-022: Ninety-nine (99) 3,250cf covered hopper railcars, bearing marks and numbers as follows:

Mark	Number								
AOKX	481528	AOKX	482053	AOKX	482115	AOKX	482152	AOKX	482174
AOKX	481533	AOKX	482054	AOKX	482117	AOKX	482153	AOKX	482175
AOKX	481542	AOKX	482056	AOKX	482122	AOKX	482154	AOKX	482176
AOKX	481764	AOKX	482057	AOKX	482131	AOKX	482155	AOKX	482178
AOKX	482002	AOKX	482058	AOKX	482135	AOKX	482156	AOKX	482179
AOKX	482008	AOKX	482059	AOKX	482137	AOKX	482157	AOKX	482181
AOKX	482010	AOKX	482060	AOKX	482138	AOKX	482158	AOKX	482182
AOKX	482012	AOKX	482061	AOKX	482139	AOKX	482159	AOKX	482184
AOKX	482013	AOKX	482062	AOKX	482140	AOKX	482160	AOKX	482185
AOKX	482015	AOKX	482063	AOKX	482141	AOKX	482162	AOKX	482186
AOKX	482021	AOKX	482064	AOKX	482142	AOKX	482163	AOKX	482187
AOKX	482023	AOKX	482065	AOKX	482143	AOKX	482164	AOKX	482188
AOKX	482025	AOKX	482066	AOKX	482144	AOKX	482165	AOKX	482189
AOKX	482028	AOKX	482068	AOKX	482145	AOKX	482166	AOKX	482190
AOKX	482029	AOKX	482072	AOKX	482146	AOKX	482167	AOKX	482191
AOKX	482032	AOKX	482086	AOKX	482147	AOKX	482168	AOKX	482193
AOKX	482033	AOKX	482090	AOKX	482148	AOKX	482169	AOKX	482194
AOKX	482034	AOKX	482093	AOKX	482149	AOKX	482170	AOKX	482195
AOKX	482042	AOKX	482097	AOKX	482150	AOKX	482171	AOKX	496614
AOKX	482047	AOKX	482110	AOKX	482151	AOKX	482172		

Lease ID D23-025: One hundred (100) 3,250cf covered hopper railcars, bearing marks and numbers as follows:

Mark	Number								
AOKX	480017	AOKX	480861	AOKX	481377	AOKX	482931	AOKX	483097
AOKX	480025	AOKX	480867	AOKX	481382	AOKX	482932	AOKX	483098
AOKX	480204	AOKX	480872	AOKX	481466	AOKX	482933	AOKX	483099
AOKX	480444	AOKX	480874	AOKX	481502	AOKX	482935	AOKX	483100
AOKX	480446	AOKX	480875	AOKX	481515	AOKX	482937	AOKX	483102
AOKX	480624	AOKX	480877	AOKX	481519	AOKX	482938	AOKX	492783
AOKX	480817	AOKX	480882	AOKX	481525	AOKX	482939	AOKX	492869
AOKX	480825	AOKX	480907	AOKX	481532	AOKX	482973	AOKX	492873
AOKX	480829	AOKX	480990	AOKX	481537	AOKX	483046	AOK	492895
AOKX	480830	AOKX	480991	AOKX	481757	AOKX	483047	AOKX	493117
AOKX	480831	AOKX	481049	AOKX	481763	AOKX	483049	AOKX	495067
AOKX	480832	AOKX	481078	AOKX	481785	AOKX	483051	AOKX	495360
AOKX	480833	AOKX	481085	AOKX	481786	AOKX	483052	AOKX	495630
AOKX	480835	AOKX	481089	AOKX	481789	AOKX	483053	AOKX	495634
AOKX	480839	AOKX	481090	AOKX	481795	AOKX	483054	AOKX	496685
AOKX	480842	AOKX	481094	AOKX	481803	AOKX	483055	AOKX	496693
AOKX	480845	AOKX	481100	AOKX	481805	AOKX	483058	AOKX	496701
AOKX	480849	AOKX	481101	AOKX	481810	AOKX	483093	AOKX	496725
AOKX	480853	AOKX	481209	AOKX	481873	AOKX	483095	AOKX	498097
AOKX	480854	AOKX	481361	AOKX	482930	AOKX	483096	AOKX	499760