

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

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 26890.

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:

118 covered hopper railcars: AOKX 78151, AOKX 78153, 91 within the series AOKX 78570 – AOKX 78719 and 25 within the series AOKX 83221 – AOKX 83259 as more particularly set forth in the equipment schedule attached to the document.

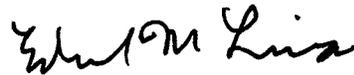
A short summary of the document to appear in the index is:

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ADDITIONAL COLLATERAL

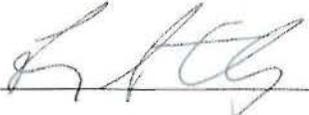
This Memorandum of Additional Collateral is made and entered into as of August ^{22nd}, 2013, by and among GREENBRIER LEASING COMPANY LLC (hereinafter the "Debtor"), and BANK OF AMERICA, N.A., as agent (in such capacity, the "Administrative Agent") for the lenders party to the Credit Agreement (the "Lenders"), respecting (i) that certain Credit Agreement dated as of 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:

GREENBRIER LEASING COMPANY
LLC

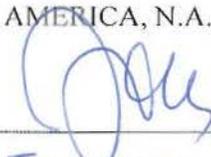
By: 

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.

Notary Public

My Commission Expires:

N/A
see attached

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 Mosk,
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)

Schedule A

Lease ID A22-016: Twenty-five (25) 3,256 c.f. covered hopper railcars, marked and numbered as follows:

Mark	Number
AOKX	83221
AOKX	83222
AOKX	83226
AOKX	83227
AOKX	83228
AOKX	83230
AOKX	83234
AOKX	83235
AOKX	83238
AOKX	83239
AOKX	83241
AOKX	83242
AOKX	83243
AOKX	83244
AOKX	83246
AOKX	83247
AOKX	83248
AOKX	83250
AOKX	83251
AOKX	83252
AOKX	83253
AOKX	83254
AOKX	83257
AOKX	83258
AOKX	83259

Lease ID G26-008: Forty (40) 6,580 c.f. covered hopper railcars, marked and numbered as follows:

Mark	Number
AOKX	78600
AOKX	78601
AOKX	78602
AOKX	78603
AOKX	78604
AOKX	78605
AOKX	78606
AOKX	78607
AOKX	78608
AOKX	78609
AOKX	78610
AOKX	78611
AOKX	78612
AOKX	78613
AOKX	78615
AOKX	78616
AOKX	78617
AOKX	78618
AOKX	78620
AOKX	78631
AOKX	78632
AOKX	78636
AOKX	78646
AOKX	78647
AOKX	78664
AOKX	78666
AOKX	78667
AOKX	78676
AOKX	78677
AOKX	78678
AOKX	78691
AOKX	78694
AOKX	78695
AOKX	78700
AOKX	78707
AOKX	78714
AOKX	78715
AOKX	78717
AOKX	78718
AOKX	78719

Lease ID G29-002: Thirty-two (32) 6,580 c.f. covered hopper railcars, marked and numbered as follows:

Mark	Number
AOKX	78151
AOKX	78153
AOKX	78570
AOKX	78571
AOKX	78572
AOKX	78573
AOKX	78574
AOKX	78575
AOKX	78576
AOKX	78577
AOKX	78578
AOKX	78579
AOKX	78580
AOKX	78581
AOKX	78582
AOKX	78583
AOKX	78584
AOKX	78585
AOKX	78586
AOKX	78587
AOKX	78588
AOKX	78589
AOKX	78590
AOKX	78591
AOKX	78592
AOKX	78593
AOKX	78594
AOKX	78595
AOKX	78596
AOKX	78597
AOKX	78598
AOKX	78599

Lease ID G46-001: Twenty-one (21) 6,580 c.f. covered hopper railcars, marked and numbered as follows:

Mark	Number
AOKX	78550
AOKX	78551
AOKX	78552
AOKX	78553
AOKX	78554
AOKX	78555
AOKX	78556
AOKX	78557
AOKX	78558
AOKX	78559
AOKX	78560
AOKX	78561
AOKX	78562
AOKX	78563
AOKX	78564
AOKX	78565
AOKX	78566
AOKX	78567
AOKX	78568
AOKX	78569
AOKX	78689

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