

Greenbrier-Concarril, LLC
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PROSPECTUS SUPPLEMENT NO. 3
(To Prospectus dated August 9, 2006, as supplemented
by Prospectus Supplement No. 1 dated August 25, 2006
and by Prospectus Supplement No. 2 dated
September 22, 2006)

THE GREENBRIER COMPANIES, INC.
\$100,000,000
2.375% Convertible Senior Notes due 2026

This prospectus supplement supplements the prospectus dated August 9, 2006, as supplemented by prospectus supplement no. 1 dated August 25, 2006 and prospectus supplement no. 2 dated September 22, 2006 (together, the prospectus) of The Greenbrier Companies, Inc. relating to the resale by certain of our securityholders (and their transferees, pledgees, donees and successors) of our 2.375% Convertible Senior Notes due 2026 and the common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. This prospectus supplement is not intended to be used without, and should not be delivered except in conjunction with, the prospectus.

SELLING SECURITYHOLDERS

The following table supplements the table of selling securityholders and related footnotes appearing under the caption Selling Securityholders in the prospectus by adding information with respect to the selling securityholders named below. The information set forth below in the table and related footnotes is based upon information provided by or on behalf of the selling securityholders to us in selling securityholder questionnaires and is as of the respective dates specified by the selling securityholders in such questionnaires. The selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes since the time they provided us information regarding their holdings. As of the date of the prospectus supplement, \$100 million aggregate principal amount of the notes remained outstanding.

| Name of Selling Securityholder | Principal Amount of Notes Owned | Percentage of Notes Outstanding | Number of Shares of Common Stock Issuable upon Conversion of Notes (1) | Percentage of Common Stock Outstanding (2) |
|--|--|--|---|---|
| Castle Convertible Fund, Inc. (3)** | \$ 1,000,000 | 1.00% | 20,812.50 | * |
| Lyxor Convertible Arbitrage Fund (4) | \$ 214,000 | * | 4,453.88 | * |
| British Virgin Islands Social Security Board (4) | \$ 103,000 | * | 2,143.69 | * |
| Occidental Petroleum (4) | \$ 198,000 | * | 4,120.88 | * |
| Alcon Laboratories (4) | \$ 311,000 | * | 6,472.69 | * |
| HFR Convertible Arbitrage (4) | \$ 432,000 | * | 8,991.00 | * |
| Advent Convertible Master Fund LP (4) | \$ 4,354,000 | 4.35% | 90,617.63 | * |
| San Francisco Public Employees Retirement System (4) | \$ 880,000 | * | 18,315.00 | * |
| New Orleans Firefighters (4) | \$ 52,000 | * | 1,082.25 | * |
| City University of New York (4) | \$ 89,000 | * | 1,852.31 | * |
| Grady Hospital (4) | \$ 85,000 | * | 1,769.06 | * |
| ProMutual (4) | \$ 562,000 | * | 11,696.63 | * |
| Arlington County Employees Retirement System (4) | \$ 445,000 | * | 9,261.56 | * |
| JPMorgan Securities Inc.*** | \$ 5,000,000 | 5.00% | 104,062.50 | * |

* Less than 1%

** This selling securityholder is an affiliate of a broker-dealer. The selling securityholder has represented to us that it purchased the notes in the ordinary course of business, and at the time it purchased the notes, it had no agreements or understandings, directly or indirectly, with any person to

distribute the notes or the shares of common stock issuable upon conversion of the notes.

*** This selling securityholder is a broker-dealer registered under Section 15 of the Exchange Act. This selling securityholder has represented to us that it purchased the notes in the ordinary course of business, and at the time it purchased the notes, it had no agreements or understandings, directly or indirectly, with any person to distribute the notes or the shares of common stock issuable upon conversion of the notes.

(1) Assumes a conversion rate of 20.8125 shares of common stock per \$1,000 principal amount of the notes and a cash payment in lieu of any fractional interest. This initial

conversion rate is subject to adjustment as described elsewhere in the prospectus, such that the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.

- (2) We calculated the percentage of common stock outstanding for each securityholder pursuant to Rule 13d-3(d)(i) under the Securities Exchange Act of 1934 using 15,956,035 shares of common stock outstanding as of October 9, 2006 and the number of shares of common stock issuable upon conversion of only that particular securityholder's notes and not any other securityholder's notes.
- (3) Fred Alger Management, Inc. is the investment advisor to Castle

Convertible
Fund, Inc. and
has voting and
dispositive
power with
respect to these
securities.

- (4) Advent Capital
Management
LLC is the
investment
advisor to the
listed
securityholder
and has voting
and dispositive
power with
respect to these
securities.

You should carefully consider the matters discussed under the caption *Risk Factors* beginning on page 11 of the prospectus dated August 9, 2006 prior to investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 11, 2006