

WILMER, CUTLER & PICKERING

RECORDATION NO. 14567-D

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

AUG 10 1988-1 42 PM

TELEPHONE (202) 663-8000
FACSIMILE (202) 293-0074,
293-6929, 429-4930, 429-9893.
TELEX 440239 WCPI UI,
892402 WICRNG WSH
ABA NET ABA1354
SOURCE WCPOOI

INTERSTATE COMMERCE COMMISSION
OFFICE
4 CARLTON GARDENS
PALL MALL

LONDON SW1Y 5AA, ENGLAND
TELEPHONE 011 (44) 839-4466
FACSIMILE 011 (44) 839-3537
TELEX 8813918 WCP LDN

ALLEN H. HARRISON, JR.
DIRECT LINE (202)
663-6093

August/8, 1988

No. 8-223A071
Date AUG 10 1988
Fee \$ 13.00
ICC Washington, D.C.

Recordation No. 14567-D

Dear Ms. McGee:

On behalf of CIS Capital Equipment Fund, Ltd.2, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document entitled Memorandum of Assignment of Lease ("Assignment"), executed August/8, 1988, a secondary document, not previously recorded.

The parties to the enclosed Assignment are:

Greenbrier Leasing Corporation - Assignor
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035

CIS Capital Equipment Fund Ltd.2 - Assignee
1160 Battery Street
San Francisco, California 94111

REC'D
AUG 10 1 40 PM '88
HONOR OPERATIONS UNIT
TTC OFFICE OF
TTC SECRETARY

The Assignment assigns all of the right, title and interest of Greenbrier Leasing Corporation in, to and under that certain Railroad Equipment Lease dated as of September 20, 1984, between Greenbrier Leasing Corporation as Lessor and Westvaco Corporation as Lessee, as amended and supplemented, to CIS Capital Equipment Fund Ltd.2, said Railroad Equipment Lease having been recorded with the Interstate Commerce Commission under Recordation No. 14567. The Assignment should be recorded under the next available letter under Recordation No. 14567, which we believe will be -D.

The equipment covered by the said Assignment is described in Appendix A attached thereto, namely WVCX 2000-2119.

A short summary of the document to appear in the ICC Index is as follows:

Allen H. Harrison, Jr.

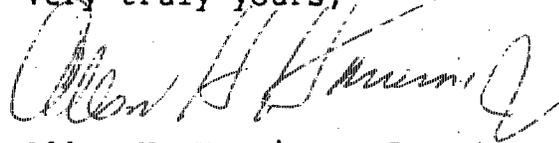
"Assigns Lease and Equipment therein"

Please note, as this is an assignment, the added party, the Assignee, CIS Capital Equipment Fund, Ltd.2, needs to be indexed separately under its own name in the ICC Index, with the reference "See Recordation No. 14567-D."

Enclosed is our check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Assignment not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
CIS Capital Equipment Fund,
Ltd.2

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

AUG 10 1988 - 1 10 PM

MEMORANDUM OF ASSIGNMENT OF LEASE INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Assignment and Assumption Agreement, dated as of August 10, 1988, by and between Greenbrier Leasing Corporation ("Greenbrier"), as assignor, having its principal offices at One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035, and CIS Capital Equipment Fund Ltd. 2 ("CIS"), as assignee, having offices at 1160 Battery Street, San Francisco, CA 94111, pursuant to which Greenbrier has assigned to CIS all of its right, title and interest in that certain Railroad Equipment Lease, dated as of September 20, 1984, by and between Greenbrier, as lessor, and Westvaco Corporation, as lessee, as amended and supplemented by that certain Amendment and Supplement to Railroad Equipment Lease, dated as of December 31, 1985, (collectively, the "Lease"), which Lease covers the equipment described in Appendix A.

Executed this 10th day of August, 1988.

CIS CAPITAL EQUIPMENT FUND, LTD. 2,
a California limited partnership

By: CIS Investor Partnership, a Florida
general partnership, its general partner

By: CIS Equipment Management
Corporation, a Delaware
corporation, its general partner

BY: Anita Speciale
NAME: Anita Speciale
TITLE: Vice President

GREENBRIER LEASING CORPORATION

BY: _____
NAME: _____
TITLE: _____

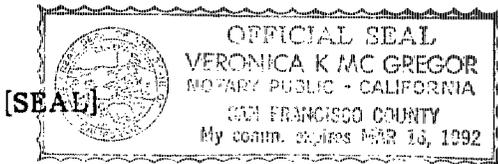
State of California)
) SS.
County of San Francisco)

BEFORE ME, the undersigned notary, on this day personally appeared Amib Speciale, to me personally known who, being by me duly sworn, says that he/she is a Vice President of CIS Equipment Management Corporation ("CIS"), that the above Memorandum of Assignment of Lease was signed on behalf of CIS by authority of the Board of Directors of CIS and he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of CIS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

ATH

day of August, 1988.



Veronica K. Mc Gregor
NOTARY PUBLIC

My Commission Expires:

3-16-92

Appendix A

Qty	Manufacturer	Description	Road Numbers
120	Gunderson	100 ton capacity solid bottom woodchip gondola cars	WVCX2000 - WVCX 2119 inclusive

MEMORANDUM OF ASSIGNMENT OF LEASE

On the date hereof, the parties hereto entered into that certain Assignment and Assumption Agreement, dated as of August 10, 1988, by and between Greenbrier Leasing Corporation ("Greenbrier"), as assignor, having its principal offices at One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035, and CIS Capital Equipment Fund Ltd. 2 ("CIS"), as assignee, having offices at 1160 Battery Street, San Francisco, CA 94111, pursuant to which Greenbrier has assigned to CIS all of its right, title and interest in that certain Railroad Equipment Lease, dated as of September 20, 1984, by and between Greenbrier, as lessor, and Westvaco Corporation, as lessee, as amended and supplemented by that certain Amendment and Supplement to Railroad Equipment Lease, dated as of December 31, 1985, (collectively, the "Lease"), which Lease covers the equipment described in Appendix A.

Executed this 10th day of August, 1988.

CIS CAPITAL EQUIPMENT FUND, LTD. 2,
a California limited partnership

By: CIS Investor Partnership, a Florida
general partnership, its general partner

By: CIS Equipment Management
Corporation, a Delaware
corporation, its general partner

BY: _____

NAME: _____

TITLE: _____

GREENBRIER LEASING CORPORATION

BY: Warren M. Webb

NAME: _____

TITLE: Vice President

State of California)
) SS.
County of San Francisco)

BEFORE ME, the undersigned notary, on this day personally appeared _____, to me personally known who, being by me duly sworn, says that he/she is a _____ of CIS Equipment Management Corporation ("CIS"), that the above Memorandum of Assignment of Lease was signed on behalf of CIS by authority of the Board of Directors of CIS and he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of CIS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

_____ day of August, 1988.

[SEAL]

NOTARY PUBLIC

My Commission Expires:

State of Oregon)
County of Clackamas) SS.

BEFORE ME, the undersigned notary, on this day personally appeared James M. White, to me personally known who, being by me duly sworn, says that he/she is a Vice President of Greenbrier Leasing Corporation ("Greenbrier"), that the above Memorandum of Assignment of Lease was signed on behalf of Greenbrier by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of Greenbrier.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

8th day of August, 1988.

[SEAL]

Janet E. Hudson
NOTARY PUBLIC

My Commission Expires:

5/28/90

Appendix A

Qty	Manufacturer	Description	Road Numbers
120	Gunderson	100 ton capacity solid bottom woodchip gondola cars	WVCX2000 - WVCX 2119 inclusive