

ALVORD AND ALVORD

ATTORNEYS AT LAW

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OF COUNSEL
URBAN A. LESTER

April 1, 1999

RECORDATION NO. 22135 FILED

MAY 3 '99 3-20PM

g.l.
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of an Assignment and Assumption Agreement, dated as of April 1, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: GE Capital Railcar Associates, Inc.
33 West Monroe Street
Chicago, Illinois 60603

Assignee: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

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

254 railcars within the series CSXT 370175 through CSXT 370468 set forth in Schedule A currently under lease to CSX Transportation, Inc. as described in Schedule B to the Agreement.

Mr. Vernon A. Williams
April 1, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

MAY 3 '99 3-20PM

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Assignment") is made and entered into as of April 1, 1999, by Greenbrier Leasing Corporation, a Delaware corporation ("Assignee") and Railcar Associates, L.P. a partnership organized under the laws of the State of Delaware, by and through its Managing General Partner, GE Railcar Associates, Inc. ("Owner") and GE Capital Railcar Associates, Inc. by and through its agent General Electric Railcar Services Corporation ("Assignor").

WHEREAS, Owner owns 254 railcars more particularly described on Schedule A (the "Cars") which have been leased to CSX Transportation, Inc. under a Car Leasing Agreement between Assignor (with the authorization of Owner), and Rider No. 7 thereto, together with a Renewal to Rider No. 7, as described on Schedule B (the "Lease"); and

WHEREAS, pursuant to a certain Purchase and Sale Agreement (the "Purchase Agreement") of even date herewith, Owner has agreed to sell and Assignee has agreed to purchase all of Owner's and Assignor's right, title, and interest in the Lease and the Cars (collectively, the "Assets"); and

WHEREAS, with respect to periods on and after the date of execution and delivery of this Assignment, Assignee desires to acquire from Owner and Owner desires to sell to Assignee its right, title, and interest to the Assets, and Assignee is willing to assume all of Owner's and Assignor's Obligations (as such terms are defined in the Purchase Agreement);

NOW, THEREFORE, in consideration of the promises herein made and subject to the terms and conditions herein set forth, the parties hereto agree as follows:

1. Definitions. Capitalized terms used but not defined herein shall have the meanings specified in the Purchase Agreement.
2. Assignment. Assignor and Owner hereby sell, assign, transfer, and convey to Assignee all of Assignor's and Owner's right, title, and interest in and to the Assets with respect to periods on and after the date of execution and delivery of this Agreement.
3. Assumption. Assignee hereby accepts the foregoing assignment, and with respect to periods on and after the execution and delivery of this Assignment, for the benefit of Assignor and Owner and each of the other parties having interests in the Lease, hereby consents that it shall be a party to the Lease, and Assignee hereby assumes all of Assignor's Obligations under the Lease, the performance of which is due on or after the Closing Date, and agrees, to such extent, to be bound by all of the terms of the Lease.

4. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

5. Successors and Assigns. The terms of this Assignment shall be binding upon, and shall inure to the benefit of, the parties hereto, and their respective successors and assigns.

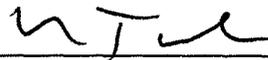
6. Governing Law. This Assignment shall be construed and enforced in accordance with the laws of the State of Illinois.

7. Further Assurances. Each party agrees that from time to time after the date hereof it shall execute and deliver, or cause to be executed and delivered, such instruments, documents, and papers, and take all such further action, as may be reasonably required in order to consummate more effectively the purposes of this Assignment and to implement the transactions contemplated hereby. Owner and Assignor covenant and agree to cooperate with Assignee in connection with any litigation arising with respect to the Assets, at Assignee's expense.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed and delivered on the day and year first above written.

OWNER:

RAILCAR ASSOCIATES, L.P. by and through its
Managing General Partner, GE RAILCAR
ASSOCIATES, INC.

By: 

Its: Executive Vice President

ASSIGNOR:

GE CAPITAL RAILCAR ASSOCIATES, INC.
BY ITS AGENT, GENERAL ELECTRIC
RAILCAR SERVICES CORPORATION

By: 

Its: Vice President

ASSIGNEE:

GREENBRIER LEASING CORPORATION

By: _____

Its: _____

4. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

5. Successors and Assigns. The terms of this Assignment shall be binding upon, and shall inure to the benefit of, the parties hereto, and their respective successors and assigns.

6. Governing Law. This Assignment shall be construed and enforced in accordance with the laws of the State of Illinois.

7. Further Assurances. Each party agrees that from time to time after the date hereof it shall execute and deliver, or cause to be executed and delivered, such instruments, documents, and papers, and take all such further action, as may be reasonably required in order to consummate more effectively the purposes of this Assignment and to implement the transactions contemplated hereby. Owner and Assignor covenant and agree to cooperate with Assignee in connection with any litigation arising with respect to the Assets, at Assignee's expense.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed and delivered on the day and year first above written.

OWNER: RAILCAR ASSOCIATES, L.P. by and through its
Managing General Partner, GE RAILCAR
ASSOCIATES, INC.

By: _____

Its: _____

ASSIGNOR: GE CAPITAL RAILCAR ASSOCIATES, INC.
BY ITS AGENT, GENERAL ELECTRIC
RAILCAR SERVICES CORPORATION

By: _____

Its: _____

ASSIGNEE: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

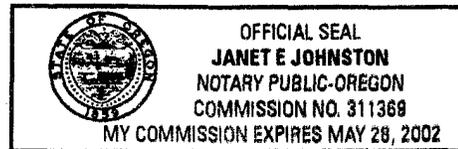
Its: Executive Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of March, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF)
) ss.
COUNTY OF)

On this ____ day of _____, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he or she is the _____ of _____, that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his or her own free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this ____ day of _____, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF Illinois)
) ss.
COUNTY OF Cook)

On this 31st day of March, 1999, before me personally appeared Robert H. Tucker / Greg Taylor, to me personally known, who being by me duly sworn, says that he or she is the Executive Vice President / Vice President of GE Railcar Associates, Inc. / General Electric Railcar Services Corporation, that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his or her own free act and deed.

Ricki Knapp

NOTARY PUBLIC

My commission expires: 10/01/01



SCHEDULE A
ASSIGNMENT AND ASSUMPTION

Line No.	Car Type	Car Type Description	Car Mark	Car Number
1	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370175
2	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370176
3	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370177
4	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370179
5	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370180
6	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370181
7	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370182
8	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370183
9	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370184
10	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370185
11	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370186
12	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370187
13	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370188
14	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370189
15	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370190
16	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370191
17	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370192
18	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370194
19	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370195
20	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370196
21	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370197
22	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370198
23	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370199
24	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370200
25	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370201
26	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370202
27	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370203
28	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370204
29	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370205
30	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370206
31	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370207
32	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370208
33	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370209
34	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370210
35	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370211
36	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370212
37	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370213
38	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370216
39	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370217
40	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370218

SCHEDULE A
ASSIGNMENT AND ASSUMPTION

Line No.	Car Type	Car Type Description	Car Mark	Car Number
41	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370219
42	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370220
43	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370221
44	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370222
45	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370223
46	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370224
47	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370225
48	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370226
49	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370227
50	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370228
51	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370229
52	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370230
53	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370232
54	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370233
55	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370234
56	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370235
57	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370237
58	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370238
59	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370239
60	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370240
61	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370242
62	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370243
63	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370244
64	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370245
65	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370246
66	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370247
67	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370248
68	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370249
69	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370250
70	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370251
71	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370252
72	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370253
73	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370254
74	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370255
75	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370256
76	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370257
77	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370258
78	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370259
79	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370260
80	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370261

SCHEDULE A

ASSIGNMENT AND ASSUMPTION

Line No.	Car Type	Car Type Description	Car Mark	Car Number
81	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370262
82	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370265
83	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370267
84	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370268
85	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370270
86	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370271
87	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370272
88	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370273
89	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370274
90	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370275
91	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370276
92	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370277
93	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370278
94	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370279
95	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370281
96	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370283
97	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370284
98	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370285
99	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370286
100	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370287
101	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370289
102	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370291
103	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370292
104	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370293
105	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370295
106	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370296
107	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370297
108	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370298
109	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370299
110	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370300
111	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370302
112	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370303
113	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370304
114	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370306
115	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370307
116	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370309
117	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370310
118	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370311
119	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370312
120	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370313

SCHEDULE A
ASSIGNMENT AND ASSUMPTION

Line No.	Car Type	Car Type Description	Car Mark	Car Number
121	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370314
122	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370316
123	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370318
124	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370319
125	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370320
126	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370321
127	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370322
128	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370323
129	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370324
130	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370325
131	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370326
132	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370328
133	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370329
134	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370331
135	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370332
136	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370333
137	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370334
138	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370335
139	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370336
140	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370337
141	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370338
142	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370339
143	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370340
144	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370341
145	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370343
146	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370344
147	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370345
148	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370346
149	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370347
150	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370348
151	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370349
152	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370350
153	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370351
154	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370354
155	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370355
156	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370356
157	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370357
158	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370358
159	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370359
160	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370360

SCHEDULE A
ASSIGNMENT AND ASSUMPTION

Line No.	Car Type	Car Type Description	Car Mark	Car Number
161	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370361
162	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370362
163	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370363
164	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370364
165	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370365
166	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370366
167	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370368
168	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370369
169	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370370
170	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370371
171	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370372
172	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370373
173	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370374
174	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370376
175	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370377
176	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370378
177	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370379
178	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370381
179	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370382
180	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370383
181	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370384
182	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370385
183	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370387
184	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370388
185	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370389
186	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370390
187	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370391
188	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370392
189	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370393
190	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370394
191	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370395
192	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370397
193	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370398
194	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370399
195	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370400
196	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370402
197	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370403
198	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370404
199	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370405
200	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370406

SCHEDULE A
ASSIGNMENT AND ASSUMPTION

Line No.	Car Type	Car Type Description	Car Mark	Car Number
201	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370407
202	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370409
203	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370410
204	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370411
205	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370412
206	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370413
207	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370414
208	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370415
209	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370416
210	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370417
211	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370419
212	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370420
213	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370421
214	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370423
215	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370424
216	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370425
217	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370426
218	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370427
219	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370428
220	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370429
221	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370430
222	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370431
223	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370432
224	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370434
225	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370435
226	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370436
227	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370437
228	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370438
229	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370439
230	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370440
231	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370441
232	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370442
233	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370443
234	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370444
235	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370445
236	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370446
237	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370447
238	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370448
239	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370450
240	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370451

SCHEDULE A
 ASSIGNMENT AND ASSUMPTION

Line	Car	Car Type	Car	Car
No.	Type	Description	Mark	Number
241	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370454
242	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370455
243	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370456
244	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370457
245	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370458
246	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370459
247	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370460
248	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370461
249	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370463
250	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370464
251	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370465
252	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370466
253	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370467
254	H351	3,630 c.f. rotary quad open-top-100 ton	CSXT	370468

DESCRIPTION OF LEASE

A Car Leasing Agreement between General Electric Railcar Services Corporation and CSX Transportation, Inc. dated December 26, 1986, and Rider No. 7 thereto dated December 12, 1996, along with Renewal No. 1 to Rider No. 7 dated December 1, 1998, covering two hundred fifty-four (254) 3,630 cubic foot open-top hopper cars marked and numbered CSXT 370175 through CSXT 370468, not inclusive.