

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000

November 1, 1993

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Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W  
Washington, D.C. 20423

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INTERSTATE COMMERCE COMMISSION

RECEIVED  
OFFICE OF THE  
SECRETARY  
NOV 4 9 43 AM '93  
LICENSING DIVISION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed and acknowledged originals and two photocopies of a Memorandum of Assignment Agreement dated as of September 15, 1993, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are.

Assignor: PacRail  
Two Embarcadero Center, Suite 1655  
San Francisco, CA 94111

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

The description of the railroad equipment covered by the enclosed documents is:

Twenty-two (22) 100-ton, 4,750 cubic foot capacity aluminum covered hopper railcars built in 1966 marked and numbered as follows.

WE 888599	WE 888670	WE 888738
WE 888606	WE 888671	WE 890967
WE 888610	WE 888676	WE 890971
WE 888619	WE 888692	WE 891090
WE 888624	WE 888701	WE 891099
WE 888639	WE 888704	WE 891106
WE 888652	WE 888711	
WE 888662	WE 888735	

Mr. Sidney L. Strickland, Jr.

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Also enclosed is a check for \$18 each payable to the order of the Interstate Commerce Commission covering the required recordation fee.

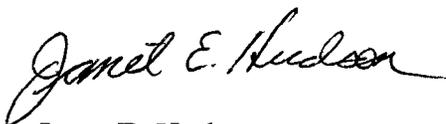
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Assignment dated as of September 15, 1993 between PacRail, Assignor, and Greenbrier Leasing Corporation, Assignee, covering twenty-two (22) 100-ton, 4,750 cubic foot capacity aluminum covered hopper railcars built in 1966 marked and numbered as follows:

WE 888599	WE 888670	WE 888738
WE 888606	WE 888671	WE 890967
WE 888610	WE 888676	WE 890971
WE 888619	WE 888692	WE 891090
WE 888624	WE 888701	WE 891099
WE 888639	WE 888704	WE 891106
WE 888652	WE 888711	
WE 888662	WE 888735	

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

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INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

PACRAIL (aka PACIFIC RAIL LEASING CORPORATION)  
(THE WHEELING & LAKE ERIE RAILWAY COMPANY LEASE)

SEPTEMBER 15, 1993

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Memorandum of Assignment Agreement made and entered into as of September 15, 1993 by and between PacRail (aka Pacific Rail Leasing Corporation, a California corporation, ("Assignor") and Greenbrier Leasing Corporation, a Delaware corporation, ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to The Wheeling & Lake Erie Railway Company ("Lessee") twenty-two (22) 100-ton, 4,750 cubic foot capacity aluminum covered hopper railcars built in 1966 marked and numbered as follows:

WE 888599	WE 888670	WE 888738
WE 888606	WE 888671	WE 890967
WE 888610	WE 888676	WE 890971
WE 888619	WE 888692	WE 891090
WE 888624	WE 888701	WE 891099
WE 888639	WE 888704	WE 891106
WE 888652	WE 888711	
WE 888662	WE 888735	

(the "Lease").

2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION,

By: Normis M. Webb

Title: Vice President

PACRAIL

(aka, PACIFIC RAIL LEASING CORPORATION)

By: John C. Brown

Title: President

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 8th day of October, 1993, 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. Erickson  
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF California )  
 ) ss.  
COUNTY OF San Francisco )

On this 14th day of October, 1993, before me personally appeared Edward Garvey, to me personally known, who being by me duly sworn, says that he is the President of PACRAIL (aka, PACIFIC RAIL LEADING 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.

Diane M. Prewitt  
NOTARY PUBLIC

My commission expires:

