

DEC 17 '97 2-40PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 17, 1997

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 two (2) copies of a Memorandum of Assignment of Master Lease Agreement, dated December 16, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was previously filed under Recordation Number ~~20970~~ 20893.

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

Assignor: Greenbrier Leasing Companies
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee: KeyCorp Leasing
54 State Street
Albany, New York 12207

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

one hundred (100) railcars bearing reporting marks and road numbers
CW 6000 through CW 6099

Handwritten notes:
P.S.
Claudia Porto

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SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
December 17, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

DEC 17 '97 2-40PM

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OF COUNSEL
URBAN LESTER
RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 29 2 03 PM '97

December 29, 1997

Mrs. Janice Fort
Surface Transportation Board
Washington, D.C. 20423

Dear Janice:

On December 17th at 2:40 p.m. I filed a Memorandum of Assignment covering 100 railcars CW 6000 through CW 6099.

The Memorandum was mistakenly filed under Recordation Number 20970-A. It should have been 20893-A.

I apologize for the inconvenience and shall appreciate your correcting the records.

Kind regards,



Robert W. Alvord

RWA/bg

RECORDATION NO. 20893-A 1997

DEC 17 '97 2-40PM

MEMORANDUM OF ASSIGNMENT OF
MASTER EQUIPMENT LEASE AGREEMENT
EQUIPMENT SCHEDULE 01

Dated as of December 16, 1997

Between

GREENBRIER LEASING CORPORATION,
Assignor

and

KEYCORP LEASING,
a Division of Key Corporate Capital Inc.,
Assignee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 19____, at ____:____.M
Recordation Number _____

Memorandum of Assignment of Master Equipment Lease Agreement together with Equipment Schedule No. 1 made and entered into as of December 16, 1997 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and KeyCorp Leasing, a Division of Key Corporate Capital Inc., a Michigan corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Colorado & Wyoming Railway Company, ("Lessee") one-hundred (100) 62', 286,000 pounds bulkhead flatcars marked and numbered CW 6000 through CW 6099, inclusive, pursuant to that certain Lease Agreement together with Schedule No. 1 thereto dated as of June 16, 1997 (the "Lease"). The Lease was filed at the Surface Transportation Board under Recordation Number 20893 on September 29, 1997.
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: Norris M. Webb
Title: Executive Vice President

KEYCORP LEASING, a Division of Key
Corporate Capital Inc.

By: _____

Title: _____

Memorandum of Assignment of Master Equipment Lease Agreement together with Equipment Schedule No. 1 made and entered into as of December 16, 1997 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and KeyCorp Leasing, a Division of Key Corporate Capital Inc., a Michigan corporation ("Assignee").

WITNESSETH:

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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.

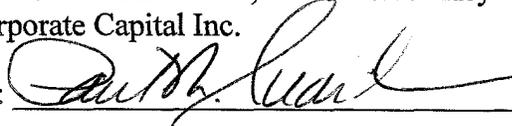
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: _____

Title: _____

KEYCORP LEASING, a Division of Key
Corporate Capital Inc.

By:  _____

Title: Paul M. Sciandra
Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF Albany)

On this 15th day of December, 1997, before me the subscriber personally appeared Paul m. Scianara, who being by me duly sworn, did depose and say: that (s)he resides at Rensselaer; that (s)he is a Vice President of KEYCORP LEASING, a Division of Key Corporate Capital Inc., the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Theresa R. Arnold
NOTARY PUBLIC

THERESA R. ARNOLD
Notary Public, State of New York
No. 01AR4953924
Qualified in Schenectady County
Commission Expires July 31, 1999

My Commission Expires: July 31, 1999

STATE OF OREGON)
) ss.:
COUNTY OF MULTNOMAH)

On this ____ day of December, 1997, before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say; that (s)he resides at _____; that (s)he is a _____ of GREENBRIER LEASING CORPORATION, the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF NEW YORK)
) ss.:
COUNTY OF _____)

On this ___ day of December, 1997, before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say: that (s)he resides at _____: that (s)he is a Vice President of KEYCORP LEASING, a Division of Key Corporate Capital Inc., the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF OREGON)
) ss.:
COUNTY OF ~~MULTNOMAH~~ *Clackamas*)

On this 15th day of December, 1997, before me the subscriber personally appeared Norris M. Webb, who being by me duly sworn, did depose and say; that (s)he resides at Lake Oswego, OR; that (s)he is a Executive Vice President of GREENBRIER LEASING CORPORATION, the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Janet E. Hudson
NOTARY PUBLIC

My Commission Expires: 5/28/98

