

RECORDATION NO. 21319-A FILED

APR 24 '98

11-15 AM

ALVORD AND ALVORD
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OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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April 24, 1998

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 a Memorandum of Assignment and Assumption Agreement, dated March 19, 1998, 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 previously filed with the Board under Recordation Number 21319.

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

Assignee: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive
Lake Oswego, Oregon 97035

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

fifty (50) railcars bearing CRLE reporting marks and road numbers 20715 through 20739 and 20815 through 20839

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counter Parts - Alv.

Mr. Vernon A. Williams
April 24, 1998
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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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

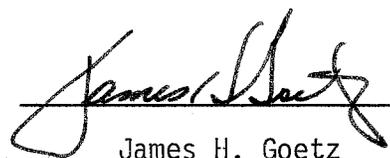
This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of March 19, 1998, by and between **DJJ LEASING LTD.**, ("ASSIGNEE"), an Ohio limited liability company ("ASSIGNEE") and **GREENBRIER LEASING CORPORATION**, a Delaware corporation ("ASSIGNOR").

WITNESSETH:

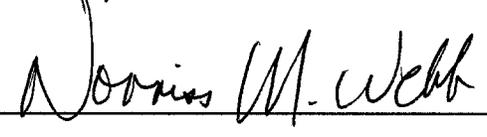
1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated, March 1, 1998 between ASSIGNOR, as Lessor, and Potlatch Corporation, as Lessee, (the "Lease"), for fifty (50) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

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.

**DJJ LEASING LTD.
(ASSIGNEE)**

By: 
 Name: James H. Goetz
 Title: Vice President

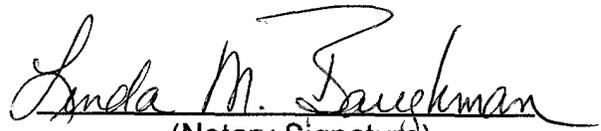
**GREENBRIER LEASING CORPORATION
(ASSIGNOR)**

By: 
 Name: Norriss M. Webb
 Title: Executive Vice President

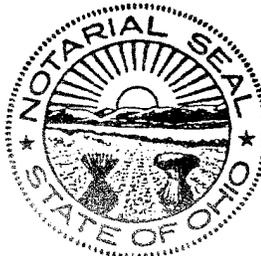
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 17th day of April, 1998, before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ LEASING LTD., an Ohio limited liability company, and duly authorized by authority of the Board of Directors or By-laws of said company in his capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said company and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement as the free and voluntary act and deed of said company, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of April, 1998.


(Notary Signature)

My commission expires:



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

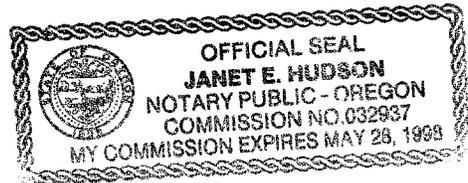
On this 14th day of April, 1998, before me the subscriber, Janet E. Hudson, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Norriss M. Webb to me personally known, who stated and acknowledged that he is the Executive Vice President of Greenbrier Leasing Corporation, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14 day of April, 1998.

Janet E. Hudson
(Notary Signature)

My commission expires:

5/28/98



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS: Fifty (50) railcars bearing reporting marks as follows:

CRLE 20715 - 20739, inclusive and
CRLE 20815 - 20839, inclusive

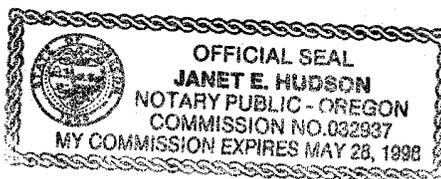
LEASE: Dated March 1, 1998, between Potlatch Corporation and Greenbrier Leasing Corporation.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th day of March, ~~1998~~ ¹⁹⁹⁸, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. 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. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Texas)
) ss.
COUNTY OF Bexar)

On this 24th day of March, ~~1997~~ ¹⁹⁹⁸, before me personally appeared Laura D. Davis, to me personally known, who being by me duly sworn, says that she is the Chief Financial Officer of RailTex Service Company, Inc. that the foregoing instrument was signed on behalf of said corporation, and she acknowledged that the execution of the said instrument was ~~his~~ ^{her} free act and deed.

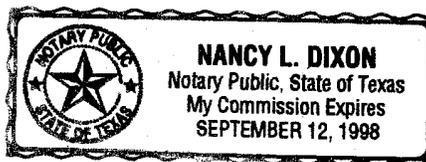
Nancy L. Dixon
NOTARY PUBLIC

Nancy L. Dixon

My commission expires:

September 12, 1998

WORDLEASE97L121871 Railtex.doc



Memorandum of a Lease Agreement made and entered into as of December 18, 1997 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and RailTex Service Company, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor eleven (11) 60-foot, 100-ton high cube boxcars with double sliding doors and four (4) interior rub rails per side bearing marks and numbers as follows:

IOCR 4000 through IOCR 4010, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

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.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norris M. Webb

Title: Vice President

LESSEE: RAILTEX SERVICE COMPANY, INC.

By: David Davis

Title: CHIEF FINANCIAL OFFICER