

RECORDATION NO 21300-A FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

NOV 30 '98

2-15 PM

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

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November 30, 1998

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

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 and Assumption Agreement, dated as of November 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 21300.

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

Assignor: Greenbrier Leasing Corporation  
One Centerpoint Drive, Suite 200  
Lake Oswego, OR 97035

Assignee: NorRail, Inc.  
308 12<sup>th</sup> Avenue, South  
Buffalo, MN 55313

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

forty (40) railcars CRLE 21010 through CRLE 21049

*Counterparts - [Signature]*

Mr. Vernon A. Williams  
November 30, 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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Assignment") is made and entered into as of November 30, 1998, by NorRail, Inc., a Minnesota corporation (the "Assignee") and Greenbrier Leasing Corporation a Delaware corporation (the "Assignor").

WHEREAS, Assignor owns forty (40), Trenton-built, 100-Ton, 286,000 lb. Gross Rail Load, center partition flatcars, marked as CRLE 21010 through CRLE 21049, inclusive (the "Equipment") which have been leased to Desticon Transportation Services, Inc. pursuant to a Schedule No. 1 (the "Assigned Schedule") to a Master Lease Agreement, dated as of November 24, 1997 (the "Lease"); and

WHEREAS, a Memorandum of Lease covering the Assigned Schedule was recorded with the Surface Transportation Board on March 31, 1998 as Recordation No. 21300; and,

WHEREAS, pursuant to a certain Purchase and Sale Agreement (the "Purchase Agreement") of even date herewith, Assignor has agreed to sell and Assignee has agreed to purchase certain assets, including but not limited to all of Assignor's right, title, and interest in the Assigned Rider, the Lease as it relates to the Assigned Rider and the Equipment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written and filed with the Surface Transportation Board evidencing the purchase of the Lease and the Equipment by Assignee.

Assignee: NorRail, Inc.

By: *Bradley C. Gunstad*  
**Bradley C. Gunstad**  
Its: **Vice President & General Counsel**

Assignor: Greenbrier Leasing Corporation

By: *Norris M. Webb*  
Its: *Executive Vice President*

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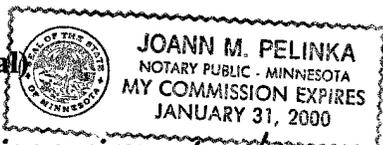
STATE OF MINNESOTA

COUNTY OF WRIGHT,

TO WIT:

On this 24<sup>th</sup> day of November, 1998 before me personally appeared, Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that he is the Vice President & General Counsel of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



*Joann M. Pelinka*  
Notary Public

My commission expires 1/31/2000

STATE OF OREGON

COUNTY OF Clackamas

TO WIT:

On this 25<sup>th</sup> day of November, 1998 before me personally appeared, Noreiss M. Webb, to me personally known, who being by me duly sworn, says that he is the EXECUTIVE VICE PRESIDENT of Greenbrier Leasing Corporation, a Delaware Corporation, that said instrument was signed on behalf of said Company by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

(Notarial Seal)

*Janet E. Johnston*  
Notary Public

My commission expires 5/28/2002

