

RECORDATION NO. 22354-A FILED

AUG 31 '99

10-30 AM

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OF COUNSEL
URBAN A. LESTER

August 30, 1999

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 Lease, dated as of August 31, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Board under Recordation Number 22354.

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

Assignor: Railcar, Ltd.
1819 Peachtree Road, N.E.
Suite 455
Atlanta, Georgia 30309-1847

Assignee: TransAmerica Equipment Financial Services
Corporation
210 Interstate North Parkway
Suite 315
Atlanta, Georgia 30339

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

set forth on the exhibit "Description of Railcars" attached thereto

Mr. Vernon A. Williams
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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 copy of the enclosed document to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AUG 31 '99 10-30 AM

1. This instrument relates to the Master Lease Agreement dated as of April 1, 1999, and the related Schedule No. 1 & 2 dated as of April 1, 1999 (collectively, the "Lease Agreement"), between Railcar, Ltd. ("LTD"), as lessor, and Cohen Brothers Incorporated ("Lessee"), as lessee, pursuant to which LTD has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said Master Lease Agreement and Schedules are collectively referred to hereinafter as the "Lease". Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on August 20, 1999, and assigned recordation number 22354. Pursuant to the Assignment Agreement dated as of August 31, 1999 (the "Assignment Agreement"), between LTD and TransAmerica Equipment Financial Services Corporation ("TEFSC"), LTD has assigned to TEFSC all of LTD's rights, title, and interest in and to the Lease and the Cars.

2. The addresses of the parties are as follows:

Railcar, Ltd. (Former Lessor / Assignor)
1819 Peachtree Road, N.E., Suite 455
Atlanta, Georgia 30309-1847

TransAmerica Equipment Financial Services Corporation (New Lessor/Assignee)
210 Interstate North Parkway, Suite 315
Atlanta, Georgia 30339

3. The term of the Lease has already commenced and both Schedules No. 1 & No. 2 are scheduled to end on March 31, 2001 subject to options to extend the terms for [2] successive periods of [1] year each.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. The terms and provisions of the assignment are more particularly set forth in the Assignment Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

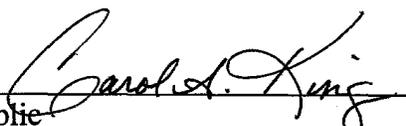
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of August 31, 1999.

RAILCAR, LTD.

By: 
Name: Eugene N. Martini
Title: Executive Vice President

State of Georgia, County of Fulton

On August 31, 1999, before me personally appeared Eugene N. Martini, to me personally known, who being by me duly sworn says that he is Executive Vice President of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
My commission expires: Notary Public, DeKalb County, Georgia
My Commission Expires July 14, 2001

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

TRANSAMERICA EQUIPMENT FINANCIAL
SERVICES CORPORATION

By: *David West*
Name: E. David West
Title: Vice President

State of Georgia, County of Gwinnette

On August 31, 1999, before me personally appeared E. David West, to me personally known, who being by me duly sworn says that he is Vice President of Transamerica Equipment Financial Services Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yickie B. Wilson

Notary Public

My commission expires:

MY APPOINTMENT EXPIRES MARCH 30 2003
GWINNETT COUNTY, GEORGIA

[NOTARIAL SEAL]

Description of RAILCARS

Lessee: Cohen Brothers, Inc.

Quantity: 65

Car Description: 100 Ton, 52' 6" All Steel Gondola

*MARK.	UNIT	.MARK.	UNIT										
PRSX	000367	PRSX	000368	PRSX	000375	PRSX	000376	PRSX	000379	PRSX	000392		
PRSX	000393	PRSX	000394	PRSX	000395	PRSX	000396	PRSX	000397	PRSX	000398		
PRSX	000399	PRSX	000400	PRSX	000401	PRSX	000402	PRSX	000403	PRSX	000404		
PRSX	000405	PRSX	000406	PRSX	000407	PRSX	000408	PRSX	000409	PRSX	000410		
PRSX	000411	PRSX	000412	PRSX	000413	PRSX	000414	PRSX	000415	PRSX	000416		
PRSX	000417	PRSX	000418	PRSX	000419	PRSX	000420	PRSX	000421	PRSX	000422		
PRSX	000423	PRSX	000424	PRSX	000425	PRSX	000426	SPSX	027679	SPSX	038783		
SPSX	058080	SPSX	058091	SPSX	058177	SPSX	058179	SPSX	565802	SPSX	565871		
SPSX	565918	SPSX	565921	SPSX	566311	SPSX	566314	SPSX	566366	SPSX	566501		
SPSX	579265	SPSX	581510	SPSX	581526	SPSX	581553	SPSX	581563	SPSX	583916		
SPSX	584346	SPSX	584348	SPSX	608058	SPSX	700816	SPSX	702897				