

9713-A

NOV 17 1995 11:40 AM

**MEMORANDUM OF ASSIGNMENT**

1. Georgia Northeastern Railroad Company, Inc., a Tennessee corporation ("GNRR"), has assigned to First Security Bank of Utah, N.A. (not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of April 28, 1995) ("First Security") all of GNRR's rights under an assignment agreement dated August 9, 1995, between GNRR and Union Pacific Railroad Company ("UPRC"), pursuant to which assignment agreement GNRR agreed to lease (assign) to UPRC up to 75 reconditioned 52' 6", 100-ton, 5-foot high side gondola cars bearing the reporting marks and car numbers within the series GNRR 5200 through 5313 as more particularly described on Exhibit A attached hereto and made a part hereof.

2. UPRC hereby consents to the assignment to First Security.

3. The addresses of the parties are as follows:

Georgia Northeastern Railroad Company, Inc. (Assignor)  
1819 Peachtree Road, N.E., Suite 303  
Atlanta, Georgia 30309

First Security Bank of Utah, N.A. (Assignee)  
79 South Main Street  
Salt Lake City, Utah 84111

Union Pacific Railroad Company (Lessee/Consenting Party)  
1416 Dodge Street (MC5500)  
Omaha, Nebraska 68179

4. The terms and provisions of the assignment are more particularly set forth in an Assignment and Assumption Agreement dated April 28, 1995, between GNRR and First Security.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of the 17 day of Nov., 1995.

GEORGIA NORTHEASTERN RAILROAD  
COMPANY, INC.

By: Wiles L. Pierce  
Name/Title: WILES L. PIERCE / PRESIDENT

[CORPORATE SEAL]

*[Signatures Continued on Next Page]*

FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of April 28, 1995



By: \_\_\_\_\_  
Name/Title: Greg A. Hawley  
Assistant Vice President  
[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By: \_\_\_\_\_  
Name/Title: \_\_\_\_\_

[CORPORATE SEAL]

FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of April 28, 1995

By: \_\_\_\_\_  
Name/Title: \_\_\_\_\_

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By: James B. Rose  
Name/Title: James B. Rose, National Equip. Mgr.

[CORPORATE SEAL]

STATE OF Georgia  
COUNTY OF Fulton

On the 25<sup>th</sup> day of September, 1995, before me personally appeared Willard Pierce to me personally known, who being by me duly sworn says that he is President of Georgia Northeast Railroad, Inc., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Joy I. Hardin  
Notary Public  
My commission expires: Notary Public, Coweta County, Georgia  
My Commission Expires March 30 1999  
[NOTARIAL SEAL]

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

On the \_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is \_\_\_\_\_ of \_\_\_\_\_, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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:  
[NOTARIAL SEAL]

STATE OF Nebraska  
COUNTY OF Douglas

On the 30<sup>th</sup> day of Aug, 1995, before me personally appeared James B. Rose to me personally known, who being by me duly sworn says that he is Acting Mgr of Union Pacific RR, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Don P. Rock  
Notary Public  
My commission expires:  
[NOTARIAL SEAL]



STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

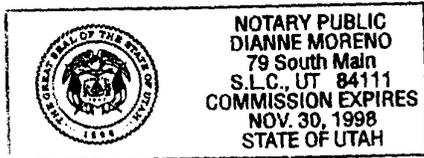
On the \_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is \_\_\_\_\_ of \_\_\_\_\_, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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:

[NOTARIAL SEAL]

STATE OF Utah  
COUNTY OF Salt Lake

On the 14<sup>th</sup> day of November, 1995, before me personally appeared Greg A. Hawley, to me personally known, who being by me duly sworn says that he is Asst. V.P. of First Security Bank of Utah, N.A., and that the seal affixed to the foregoing instrument is the corporate seal of said Association, that said instrument was signed and sealed on behalf of said Association 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 Association.



D. Moreno  
\_\_\_\_\_  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

On the \_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is \_\_\_\_\_ of \_\_\_\_\_, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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:

[NOTARIAL SEAL]

**Attachment A**

Description: 100-Ton Gondolas with 52' 6" Interior Length

Quantity: Sixty-one (61)

Car Mark: GNRR

Car Numbers:

5226	5249	5278	5295
5227	5250	5279	5296
5232	5251	5280	5298
5233	5252	5282	5299
5234	5253	5283	5300
5238	5254	5284	5302
5239	5255	5285	5303
5240	5256	5286	5304
5241	5257	5287	5305
5242	5258	5288	5306
5243	5259	5290	5307
5244	5260	5291	5308
5245	5261	5292	5309
5246	5262	5293	5310
5247	5267	5294	5311
			5313