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RECORDATION NO. 13110 CAD
JUL 17 1995 9 15 AM
INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

July 17, 1995

[Handwritten signature]
Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of each of the following documents: Reassignment of Lease and Full Release Agreement, dated as of July 17, 1995, and Memorandum of Assignment Agreement, dated July 17, 1995, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Equipment Lease and other secondary documents duly filed with the Commission under Recordation Number 15110.

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

Reassignment of Lease

Assignor : Standard Insurance Company
1100 S.W. Sixth Avenue
Portland, Oregon 97204

Assignee : Gunderson Leasing, Inc.
~~One Centerpointe Drive~~ 4350 N.W. Front Ave.
~~Lake Oswego, Oregon 97035~~ Portland, OR 97210

Mr. Vernon A. Williams
July 17, 1995
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Memorandum of Assignment Agreement

Assignor: Gunderson Leasing, Inc.
~~One Centerpointe Drive~~ 4350 N.W. Front Ave.
~~Lake Oswego, Oregon 97035~~ Portland, OR 97210

Assignee: The Texas Mexican Railway Co.
and MRC Landbridge, Inc. (a general partnership)
c/o The Texas Mexican Railway Co.
1200 Washington Street
Laredo, Texas 78040

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

25 Bulkhead Intermodal railcars CSXT 620106 through CSXT 620130,
inclusive (formerly NYSW 6836 - NYSW 6860)

Also enclosed is a check in the amount of \$42.00 payable to the order of the
Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

Alvord and Alvord
918 Sixteenth Street, N.W., Suite 200
Washington, D.C. 20006-2973

Dear Mr. Alvord,

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/95 at 9:15 A.M. , and assigned recordation number(s). 15110c, 15110D, 17962A, 17962B, 17905A, 16780A, 16426A, 18688F, 18689F, 18690F, 18691F, 16892F, 18693F

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 15110 - D
FILED 1425
JUL 17 1995 9 15 AM
MINNESOTA COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GUNDERSON LEASING, INC.

AND

A GENERAL PARTNERSHIP BETWEEN THE TEXAS MEXICAN RAILWAY CO.,
A U.S. AFFILIATE COMPANY OF TRANSPORTACION MARITIMA
MEXICANA, S.A. DE C.V.

AND

MRC LANDBRIDGE, INC., A U.S. AFFILIATE COMPANY OF MITSUI & CO.
LIMITED

July 17, 1995

Memorandum of Assignment Agreement made and entered into as of July 17, 1995 by and between Gunderson Leasing, Inc., an Oregon corporation, ("Assignor") on the one hand, and a general partnership between the Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V., and MRC Landbridge, Inc., a U.S. affiliate company of Mitsui & Co. Limited ("Assignee") on the other hand.

W I T N E S S E T H:

1. Assignor, as Lessor, leased to The Chesapeake and Ohio Railway Company ("Lessee") twenty-five (25) bulkhead intermodal railcars marked and numbered CSXT 62016 through CSXT 620130, inclusive (formerly marked and numbered NYSW 6836 through NYSW 6840, inclusive and NYSW 6841 through NYSW 6860, inclusive) pursuant to that certain Lease Agreement dated as of November 19, 1986 (the "Lease").
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.

GUNDERSON LEASING, INC.
("Assignor")

By: *Norris M. Webb*

Title: Vice President

Date: _____

TEXMEX MRC RAILCAR PARTNERSHIP
("Assignee")

By: TEXAS MEXICAN RAILWAY CO.
GENERAL PARTNER

By: _____

Title: _____

Date: _____

By: MRC LANDBRIDGE, INC.
GENERAL PARTNER

By: _____

Title: _____

Date: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 11th day of July, 1995, 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 Gunderson Leasing, 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)
) ss.
COUNTY OF)

On this ____ day of _____, 1995, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V. 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.

NOTARY PUBLIC

My commission expires:

Memorandum of Assignment Agreement made and entered into as of July 17, 1995 by and between Gunderson Leasing, Inc., an Oregon corporation, ("Assignor") on the one hand, and a general partnership between the Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V., and MRC Landbridge, Inc., a U.S. affiliate company of Mitsui & Co. Limited ("Assignee") on the other hand.

W I T N E S S E T H:

1. Assignor, as Lessor, leased to The Chesapeake and Ohio Railway Company ("Lessee") twenty-five (25) bulkhead intermodal railcars marked and numbered CSXT 6201⁶ through CSXT 620130, inclusive (formerly marked and numbered NYSW 6836 through NYSW 6840, inclusive and NYSW 684² through NYSW 6860, inclusive) pursuant to that certain Lease Agreement dated as of November 19, 1986 (the "Lease").
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.

GUNDERSON LEASING, INC.
("Assignor")

TEXMEX MRC RAILCAR PARTNERSHIP
("Assignee")

By: _____

By: TEXAS MEXICAN RAILWAY CO.
GENERAL PARTNER

Title: Vice President

By: *J. M. Fields*

Date: _____

Title: *President*

Date: *July 13, 1995*

By: MRC LANDBRIDGE, INC.
GENERAL PARTNER

By: _____

Title: _____

Date: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

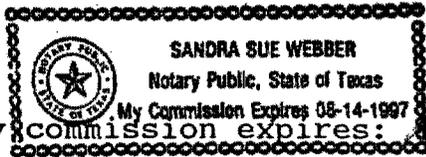
On this _____ day of _____, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Gunderson Leasing, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

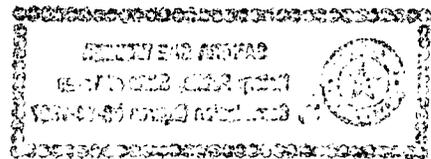
STATE OF TEXAS)
) ss.
COUNTY OF WEBB)

On this 13th day of July, 1995, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V. 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.



Sandra Sue Webber
NOTARY PUBLIC

My commission expires: 8-14-97



Memorandum of Assignment Agreement made and entered into as of July 17, 1995 by and between Gunderson Leasing, Inc., an Oregon corporation, ("Assignor") on the one hand, and a general partnership between the Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V., and MRC Landbridge, Inc., a U.S. affiliate company of Mitsui & Co. Limited ("Assignee") on the other hand.

W I T N E S S E T H:

1. Assignor, as Lessor, leased to The Chesapeake and Ohio Railway Company ("Lessee") twenty-five (25) bulkhead intermodal railcars marked and numbered CSXT 62016 through CSXT 620130, inclusive (formerly marked and numbered NYSW 6836 through NYSW 6840, inclusive and NYSW 6841 through NYSW 6860, inclusive) pursuant to that certain Lease Agreement dated as of November 19, 1986 (the "Lease").
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.

GUNDERSON LEASING, INC.
("Assignor")

TEXMEX MRC RAILCAR PARTNERSHIP
("Assignee")

By: _____

By: TEXAS MEXICAN RAILWAY CO.
GENERAL PARTNER

Title: Vice President

By: _____

Date: _____

Title: _____

Date: _____

By: MRC LANDBRIDGE, INC.
GENERAL PARTNER

By: T. Okamoto

Title: Vice President

Date: July 13, 1995

STATE OF California,
COUNTY OF San Francisco ss.

On this 13th day of July, 1995, before me personally appeared Takuhiro Okamoto, to me personally known, who being by me duly sworn, says that he is the Vice President of MCR Landbridge, a U.S. affiliate of Mitsui & Co. Limited 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.



Diane M. Prewitt
NOTARY PUBLIC

My commission expires: 9/6/97