

*Ch. 2*  
*Counter parts -*

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20251

OF COUNSEL  
URBAN A. LESTER

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

September 4, 1996

20251 - A  
RECORDATION NO. FILED 1925  
SEP 4 1996 4 41 PM

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 copies each of a Memorandum of Lease Agreement, dated as of April 29, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents, and a Memorandum of Assignment of Master Equipment Lease Agreement, dated as of August 30, 1996, a secondary document related thereto.

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

Memorandum of Lease Agreement

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: The Kansas City Southern Railway Company  
114 W 11th Street  
Kansas City, Missouri 64105

Mr Vernon A. Williams  
September 4, 1996  
Page 2

Memorandum of Assignment of  
Master Equipment Lease Agreement

Assignor. Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Assignee: MetLife Capital Financial Corporation  
15915 Katy Freeway, Suite 150  
Houston, Texas 77094

A description of the railroad equipment covered by the enclosed documents is:  
  
one hundred (100) railcars bearing marks and numbers KCS 9001  
through KCS 9100, inclusive

Also enclosed is a check in the amount of \$42.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg  
Enclosures

RECORDATION NO. 20251-A  
FILED 1425

SEP 4 1996 - 1 45 PM

FILE - CHAMBER OF COMMERCE

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**MEMORANDUM OF ASSIGNMENT OF MASTER EQUIPMENT LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION**

**AND**

**METLIFE CAPITAL FINANCIAL CORPORATION**

**AUGUST 30, 1996**

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Memorandum of Assignment of Master Equipment Lease Agreement made and entered into as of August 30, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and MetLife Capital Financial Corporation, 15915 Katy Freeway, Suite 150, Houston, TX 77094 ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Kansas City Southern Railway Company, ("Lessee") one-hundred (100) three-platform articulated stack cars marked and numbered KCS 9001 through KCS 9100, inclusive pursuant to that certain Lease Agreement dated as of April 29, 1996 (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.

GREENBRIER LEASING CORPORATION

By: \_\_\_\_\_

Title: \_\_\_\_\_

METLIFE CAPITAL FINANCIAL CORPORATION

By: \_\_\_\_\_

Title: \_\_\_\_\_

Memorandum of Assignment of Master Equipment Lease Agreement made and entered into as of August 30, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and MetLife Capital Financial Corporation, 15915 Katy Freeway, Suite 150, Houston, TX 77094 ("Assignee").

**WITNESSETH:**

1. Assignor, as Lessor, leased to Kansas City southern Railway Company, ("Lessee") one-hundred (100) three-platform articulated stack cars marked and numbered KCS 9001 through KCS 9100, inclusive pursuant to that certain Lease Agreement dated as of April 29, 1996 (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 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.

**ASSIGNOR:**

GREENBRIER LEASING CORPORATION

By: \_\_\_\_\_

Its: \_\_\_\_\_

**ASSIGNEE:**

METLIFE CAPITAL FINANCIAL CORPORATION

By: Wm Waterfield

Its: President

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 30th day of August, 1996, before me personally appeared Robin Bisson, to me personally known, who being by me duly sworn, says that he is the Senior Vice President Marketing & Sales of Greenbrier Leasing Corporation 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 WASHINGTON )  
 ) ss.  
COUNTY OF KING )

On this \_\_\_\_ day of \_\_\_\_\_, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of MetLife Capital Financial Corporation 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.

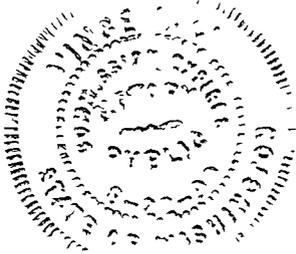
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF WASHINGTON )  
 ) §  
COUNTY OF KING )

On this 3 day of September, 1996, before me, a Notary Public, personally appeared William M Waterfield to me known to be the President of McNIFE Capital Financial Co., who executed the foregoing instrument and acknowledged the said instrument was the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned.

[SEAL]



[Signature]  
Notary Public in and for the State of WA,  
residing at King.

My Commission expires: 8/22/99