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RECORDATION NO 16757-A FILED 1425

February 1, 1990

FEB 12 1990 - 1 00 PM

0-039A091

INTERSTATE COMMERCE COMMISSION

RECORDATION NO \_\_\_\_\_ FILED 1425

Secretary  
Interstate Commerce Commission  
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the regulations thereunder are two (2) executed counterparts of a Memorandum of Assignment Agreement dated as of December 18, 1989.

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

<u>Description</u>	<u>Quantity</u>	<u>Car Numbers</u>
125 ton articulated double stack container cars-Maxi-Stack III	75	SP 513430-513504, inclusive

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

Memorandum of Assignment of Lease dated as of December 18, 1989.

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

Assignee: Westinghouse Credit Corporation  
One Oxford Centre  
Pittsburgh, PA 15219

A fee of \$ 15.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the documents to appear in the Index follows:

Memorandum of Assignment of Lease dated as of December 18, 1989 between Greenbrier Leasing Corporation, Assignor, One Center Point Drive, Suite 200, Lake Oswego, Oregon 97035 and Westinghouse

*2 Counterparts - Victoria Burton*

Credit Corporation, Assignee, One Oxford Centre, Pittsburgh, PA 15219, covering a Lease Agreement between Greenbrier Leasing Corporation and Southern Pacific Transportation Company dated as of December 18, 1989.

MCCANN, GARLAND, RIDALL & BURKE

By:



Enclosure  
07LT35/54

RECORDATION NO. 16757-A FILED 148  
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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. \_\_\_\_\_ FILED 148  
INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("ASSIGNOR")

AND

WESTINGHOUSE CREDIT CORPORATION ("ASSIGNEE")

DECEMBER 18, 1989

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Memorandum of Assignment Agreement made and entered into as of December 18, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Westinghouse Credit Corporation, a Delaware corporation, ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Southern Pacific Transportation Company ("Lessee") seventy-five (75) Maxi-Stack™ III railcars having 125-ton trucks capable of carrying a 53', 48', 45' or 40' container in the top position and a 48', 45', 40' or 20' container(s) in the bottom position of each well bearing car marks and numbers SP 513430 through SP 513504, inclusive (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.

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: Normis M. Webb, V.P.

WESTINGHOUSE CREDIT CORPORATION

By: JK Olin

L012902.1

STATE OF OREGON )  
 )  
COUNTY OF CLACKAMAS )

On this 5th day of February, 1990, 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 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: 5/28/90

COMMONWEALTH OF PENNSYLVANIA )  
 )  
COUNTY OF Allegheny )

On this 1st day of February, 1990, before me personally appeared George K. Davidson, to me personally known, who being by me duly sworn, says that he is Vice President Credit Admin of WESTINGHOUSE CREDIT 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.

Sandra K. Pack  
NOTARY PUBLIC

My commission expires: July 26, 1993

Sandra K. Pack, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires July 26, 1993  
Member, Pennsylvania Notary Association

L012902.1