

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

0-243A002

August 28, 1990

15986
RECORDATION NO _____ FILED 1425
AUG 31 1990 -11 55 AM
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of a Memorandum of ~~Assignment~~ Agreement dated as of May 20, 1988, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

Even though this document is named "~~Assignment Agreement~~," it is actually a new lease agreement and should be filed the same as any other lease agreement. It is not a lease being assigned to a third party.

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

Lessor: ^{Railcar, Inc} Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

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

One hundred (100) refurbished 100-ton 60-foot boxcars marked and numbered WCRC 10000 through WCRC 10044, inclusive; WCRC 10050 through WCRC 10091, inclusive; WCRC 10100 through WCRC 10112, inclusive.

Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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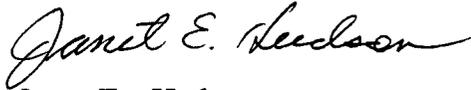
Ms. Mildred Lee
August 28, 1990
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Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Assignment Agreement dated as of May 20, 1988 between Greenbrier Railcar, Inc., and Southern Pacific Transportation Company covering one hundred (100) refurbished 100-ton 60-foot boxcars marked and numbered WCRC 10000 through WCRC 10044, inclusive; WCRC 10050 through WCRC 10091, inclusive; WCRC 10100 through WCRC 10112, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

8/31/90

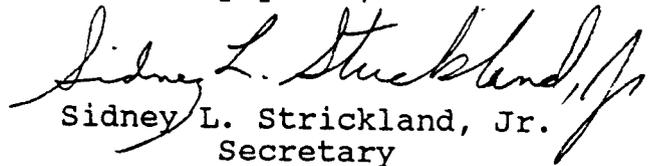
OFFICE OF THE SECRETARY

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive Suite 200
Lake Oswego, Oregon 97035

Dear **Sir**:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/31/90 at 11:55am, and assigned recordation number(s). 15705-C, 16986 & 16987

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO **15986** FILED 1425

AUG 31 1990 -11 55 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ~~AGREEMENT~~ AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("GRI")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("SP")

MAY 20, 1988

Memorandum of an ~~Agreement~~ Agreement made and entered into as of May 20, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("GRI") and Southern Pacific Transportation Company, a Delaware corporation ("SP").

W I T N E S S E T H:

- GRI has agreed to furnish to SP, and SP has agreed to accept from GRI one hundred (100) refurbished 100-ton 60-foot boxcars marked as follows:

<u>OLD</u> <u>CAR NUMBER</u>	<u>NEW</u> <u>CAR NUMBER</u>	<u>OLD</u> <u>CAR NUMBER</u>	<u>NEW</u> <u>CAR NUMBER</u>
SSW 62372	WCRC 10000	SSW 62394	WCRC 10038
SSW 62366	WCRC 10001	SSW 50103	WCRC 10039
SSW 62273	WCRC 10002	SSW 50110	WCRC 10040
SSW 62388	WCRC 10003	SSW 62448	WCRC 10041
SSW 62423	WCRC 10004	SSW 50109	WCRC 10042
SSW 62285	WCRC 10005	SSW 62347	WCRC 10043
SSW 62186	WCRC 10006	SSW 62286	WCRC 10044
SSW 62174	WCRC 10007	SP 658688	WCRC 10050
SSW 62323	WCRC 10008	SSW 50070	WCRC 10051
SSW 62192	WCRC 10009	SP 658742	WCRC 10052
SSW 62445	WCRC 10010	SP 658776	WCRC 10053
SSW 62293	WCRC 10011	SP 658751	WCRC 10054
SSW 62336	WCRC 10012	SP 658668	WCRC 10055
SSW 62154	WCRC 10013	SP 658737	WCRC 10056
SSW 62171	WCRC 10014	SP 658756	WCRC 10057
SSW 62329	WCRC 10015	SP 658743	WCRC 10058
SSW 62248	WCRC 10016	SP 658780	WCRC 10059
SSW 62447	WCRC 10017	SSW 50003	WCRC 10060
SSW 62438	WCRC 10018	SP 658809	WCRC 10061
SSW 62434	WCRC 10019	SP 658761	WCRC 10062
SSW 62356	WCRC 10020	SP 658679	WCRC 10063
SSW 62266	WCRC 10021	SP 658696	WCRC 10064
SSW 62386	WCRC 10022	SP 658651	WCRC 10065
SSW 62435	WCRC 10023	SP 658659	WCRC 10066
SSW 62446	WCRC 10024	SSW 50047	WCRC 10067
SSW 62257	WCRC 10025	SSW 50004	WCRC 10068
SSW 62370	WCRC 10026	SSW 50056	WCRC 10069
SSW 62334	WCRC 10027	SP 658650	WCRC 10070
SSW 50101	WCRC 10028	SSW 50036	WCRC 10071
SSW 62325	WCRC 10029	SSW 50026	WCRC 10072
SSW 62307	WCRC 10030	SSW 50005	WCRC 10073
SSW 62303	WCRC 10031	SP 658803	WCRC 10074
SSW 62178	WCRC 10032	SSW 50040	WCRC 10075
SSW 50113	WCRC 10033	SSW 50045	WCRC 10076
SSW 62184	WCRC 10034	SSW 50027	WCRC 10077
SSW 62235	WCRC 10035	SSW 50042	WCRC 10078
SSW 50116	WCRC 10036	SSW 50015	WCRC 10079
SSW 62210	WCRC 10037	SSW 50060	WCRC 10080

<u>OLD CAR NUMBER</u>	<u>NEW CAR NUMBER</u>	<u>OLD CAR NUMBER</u>	<u>NEW CAR NUMBER</u>
SSW 50008	WCRC 10081	SSW 62592	WCRC 10101
SSW 50055	WCRC 10082	SSW 62598	WCRC 10102
SSW 50079	WCRC 10083	SSW 62575	WCRC 10103
SSW 50077	WCRC 10084	SSW 62596	WCRC 10104
SSW 50072	WCRC 10085	SSW 62589	WCRC 10105
SSW 50064	WCRC 10086	SSW 62566	WCRC 10106
SP 658656	WCRC 10087	SSW 62557	WCRC 10107
SP 658714	WCRC 10088	SSW 62567	WCRC 10108
SP 658789	WCRC 10089	SSW 62573	WCRC 10109
SP 658705	WCRC 10090	SSW 62582	WCRC 10110
SP 658704	WCRC 10091	SSW 62591	WCRC 10111
SSW 62584	WCRC 10100	SSW 62571	WCRC 10112

2. The Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term of Agreement, as defined in the Assignment Agreement.

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.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: *E. J. Moussey*

GREENBRIER RAILCAR, INC.

By: *James M. Webb, V.P.*

L21491.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 14th day of February, 1989 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 Railcar, 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: 5/28/90

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 7th day of August 1990, before me personally appeared E. J. Morrissey, to me personally known, who being by me duly sworn, says that he is Assistant Vice-President - Fleet Management of Southern Pacific Transportation Company, 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.

Lenora Young-Rusconi
NOTARY PUBLIC

My commission expires: August 20, 1993

L21491.1

