

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

17392-B
DEC 28 1994 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

December 27, 1994

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of December 23, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement, dated as of June 6, 1991, which was duly filed with the Commission under Recordation Number 17392.

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

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

Assignee: First Union Rail
First Union Commercial Corporation
301 S. Tryon Street
Charlotte, North Carolina 28202

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

150 Husky Stack railcars CRLE 5400 through CRLE 5549, inclusive.

Centerpointe - Bullfinch

LICENSING DIVISION
DEC 23 11 33 AM '94

Mr. Vernon A. Williams
December 27, 1994
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 17392-B
DEC 28 1994 - 11 40 AM
WEST VIRGINIA STATE DEPARTMENT OF REVENUE

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

FIRST UNION RAIL,
A DIVISION OF FIRST UNION COMMERCIAL CORPORATION

DECEMBER 23, 1994

Memorandum of Assignment Agreement made and entered into as of December 23, 1994 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and First Union Rail, a division of First Union Commercial Corporation, a North Carolina corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Norfolk Southern Railway Company ("Lessee") one hundred fifty (150) Husky Stack single unit railcars marked and numbered CRLE 5400 through CRLE 5549, inclusive pursuant to that certain Lease Agreement dated as of June 6, 1991 as amended by that certain Amendment to Lease Agreement dated as of October 6, 1992 as further amended by that certain Amendment to Lease Agreement dated as of July 20, 1994 (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 ~~RAILCAR, INC.~~ ^{LEASING CORPORATION}

By: Norris M. Webb

Title: Vice President

, A DIVISION OF FIRST UNION COMMERCIAL
FIRST UNION RAIL/CORPORATION

By: [Signature]

Title: Senior Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 22nd day of December, 1994, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive 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: 5/28/98



STATE OF North Carolina)
) ss.
COUNTY OF Iredell)

On this 23rd day of December, 1994, before me personally appeared David G. Taylor, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of FIRST UNION RAIL, A DIVISION OF FIRST UNION COMMERCIAL 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.

Linda H. Murden
NOTARY PUBLIC

My commission expires: 3-12-97