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1-325A124

November 7, 1991

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

RECORDATION NO. 17393-A FILED

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

NOV 21 1991 -4 10 PM

INTERSTATE COMMERCE COMMISSION

NOV 21 4 01 PM '91
ACTION OPENING UNIT

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Assignment Agreement, a secondary document, dated August 30, 1991. The primary document to which this is connected is recorded under Recordation No. 17393. We request that this assignment be cross indexed.

The names and addresses of the parties to the document are as follows:

ASSIGNEE: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

ASSIGNOR: Greenbrier Railcar, Incorporated
One Centerpointe Drive,
Suite 200
Lake Oswego, OR 97035

The equipment covered by the enclosed document is one hundred (100) boxcars currently bearing the reporting marks set forth in Appendix A hereto.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

Mr. Sydney L. Strickland
November 7, 1991
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A short summary of the document to appear in the index follows:

Memorandum of Assignment from Greenbrier Railcar, Incorporated, One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated August 30, 1991 and covering one hundred (100) boxcars.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in black ink, appearing to read "Philip F. Schultz", with a long horizontal line extending to the right.

Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/lsc
Enclosure

iccfla5.djj

APPENDIX A

One Hundred (100) 50' 100-ton boxcars bearing car marks and numbers CRLE 10300-CRLE 10399, inclusive.

RECORDED BY 17393-A FILED 11/21/91

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INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.
Notary Public

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

REGISTRATION NO. 17393-A FILED 1991

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("ASSIGNOR")

AND

THE DAVID J. JOSEPH COMPANY ("ASSIGNEE")

AUGUST 30, 1991

Memorandum of Assignment Agreement made and entered into as of August 30, 1991 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Assignor") and The David J. Joseph Company, Delaware corporation, ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Champion International ("Lessee") one hundred (100) 50' 100-ton boxcars bearing car marks and numbers CRLE 10300 - CRLE 10399, inclusive (the "Champion Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Champion 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 RAILCAR, INC.

BY:

Norman M. Webb, V.P.

THE DAVID J. JOSEPH COMPANY

BY:

Samy K. Burt

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 5th day of September, 1991, 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. Henderson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF OHIO

)
) ss.
)

COUNTY OF HAMILTON

On this 9th day of SEPTEMBER, 1991, before me personally appeared LARRY K. BARTON, to me personally known, who being by me duly sworn, says that he is the DIVISIONAL VICE PRESIDENT of THE DAVID J. JOSEPH 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.

Carolyn A. Trainor
NOTARY PUBLIC

My commission expires:

CAROLYN A. TRAINOR
Notary Public, State of Ohio
My Commission Expires March 8, 1993