

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

RECORDATION NO. 17614-B FILED 1425

MAY 20 1994 -3 05 PM

INTERSTATE COMMERCE COMMISSION

May 16, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

LICENSING BRANCH

MAY 20 3 05 PM '94

COMMUNICATIONS SECTION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged originals and two (2) photocopies of a Memorandum of Partial Assignment Agreement dated as of February 1, 1994, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement dated as of April 8, 1991 which was filed and recorded on December 9, 1991 under Recordation Number 17614.

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

Assignor: William A. Furman and
Alan James
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee: Go Get-Em, Inc.
7630 South County Line Road, Suite 6
Burr Ridge, Illinois 60521

Mr. Sidney L. Strickland, Jr.
May 16, 1994
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The descriptions of the railroad equipment covered by the enclosed documents are:

One (1) 89-foot standard deck flatcar marked and numbered
GVSR 8401

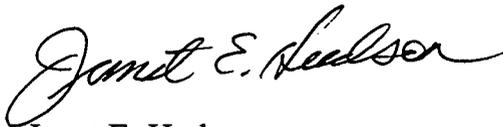
Also enclosed is a check for \$18 each payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Partial Assignment dated as of February 1, 1994
between William A. Furman and Alan James, Assignor, and
Go Get-Em, Inc., Assignee, covering one (1) 89-foot standard deck flatcar
marked and number GVSR 8401.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Robert W. Alvord, Esq.

5/23/94

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Janet E. Anderson
Administrative Assistant
The Phoenix Company
One Century Park Drive Suite 2000
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 *5/20/94* at *3:05 pm*, and assigned recordation number(s). *17614-B*

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 17614-B FILED 1425

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF PARTIAL ASSIGNMENT AGREEMENT

BETWEEN

WILLIAM A. FURMAN AND ALAN JAMES ("ASSIGNOR")

AND

GO GET-EM, INC. ("ASSIGNEE")

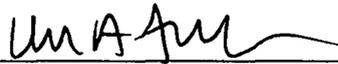
FEBRUARY 1, 1994

Memorandum of Partial Assignment Agreement made and entered into as of February 1, 1994 by and between, William A. Furman and Alan James, both individuals (together referred to as "Assignor") and Go Get-Em, Inc., "Assignee".

WITNESSETH:

1. Assignor, as Lessor, leased to the Southern Pacific Transportation Company ("Lessee") one (1) 89-foot standard deck flatcar bearing the reporting mark and number GVSR 8401.
2. Assignor has agree to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcar which is the subject of that Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed as of the date and year first above written.

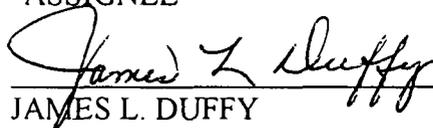


WILLIAM A. FURMAN "ASSIGNOR"



ALAN JAMES "ASSIGNOR"

GO GET-EM, INC.
"ASSIGNEE"



JAMES L. DUFFY

TITLE: PRESIDENT

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

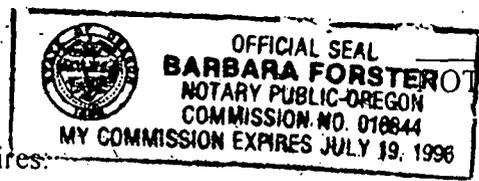
On this 4th day of April, 1994, before me personally appeared William A. Furman, to me personally known, who being by me duly sworn, says that the foregoing instrument was signed by him and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hedron
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 7 day of April, 1994, before me personally appeared Alan James, to me personally known, who being by me duly sworn, says that the foregoing instrument was signed by him and he acknowledged that the execution of the said instrument was his free act and deed.



Barbara Forster
NOTARY PUBLIC

My commission expires: