

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

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

JUL 30 12 52 PM '93

3-211A037

July 28, 1993

MOTOR OPERATING UNIT

RECORDATION NO. 17712-A FILED 1426

# 16

JUL 30 1993 9-05 PM

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

INTERSTATE COMMERCE COMMISSION 7712

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 of a Memorandum of Assignment Agreement dated as of July 30, 1993, 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 February 6, 1992 which was filed and recorded on February 24, 1992 under Recordation Number 17712.

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

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

Assignee: U.S. Rail Services, A Division of  
United States Leasing International, Inc.  
P.O. Box 193985  
San Francisco, CA 94119

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Mr. Sidney L. Strickland, Jr.  
July 28, 1993  
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The description of the railroad equipment covered by the enclosed document is:

One hundred (100) 100-ton, 73-foot center partition flatcars marked and numbered CRLE 2800 through CRLE 2899, inclusive.

Also enclosed is a check for \$16 each payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped originals of the enclosed document to either Charles T. Kappler or Bob Alvord of Alvord and Alvord, 918 16th Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed <sup>secondary</sup>~~primary~~ document to appear in the Commission's Index is:

Memorandum of Assignment dated as of July 30, 1993 between Greenbrier Leasing Corporation, Assignor, and U.S. Rail Services, a Division of United States Leasing International, Inc., Assignee, covering one hundred (100) 100-ton, 73-foot center partition flatcars marked and numbered CRLE 2800 through CRLE 2899, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Charles T. Kappler, Esq.

REGISTRATION NO. 17712-A FILED 1993

JUL 30 1993 1-05 PM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

U.S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC.

JULY 30, 1993

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Memorandum of Assignment Agreement made and entered into as of July 30, 1993 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and U.S. Rail Services, a division of United States Leasing International, Inc. a Delaware corporation, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Hampton Lumber Sales Company ("Lessee") one hundred (100) 100-ton 73-foot center partition flatcars marked and numbered CRLE 2800 through CRLE 2899, 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.
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 LEASING CORPORATION

By: Norris M. Webb

Title: Exec. Vice President

U.S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF OREGON                    )  
  ) ss.  
COUNTY OF CLACKAMAS         )

On this 28<sup>th</sup> day of July, 1993, 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.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF                                 )  
  ) ss.  
COUNTY OF                             )

On this \_\_\_\_ day of \_\_\_\_\_, 1993, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of U.S. Rail Services, a division of United States Leasing International, 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.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

Memorandum of Assignment Agreement made and entered into as of July 30, 1993 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and U.S. Rail Services, a division of United States Leasing International, Inc. a Delaware corporation, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Hampton Lumber Sales Company ("Lessee") one hundred (100) 100-ton 73-foot center partition flatcars marked and numbered CRLE 2800 through CRLE 2899, 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.
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 LEASING CORPORATION

By: \_\_\_\_\_

Title: \_\_\_\_\_

U.S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC.

By:  \_\_\_\_\_

Title: PRESIDENT \_\_\_\_\_

STATE OF OREGON                    )  
  ) ss.  
COUNTY OF CLACKAMAS            )

On this \_\_\_\_ day of \_\_\_\_\_, 1993, 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.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF                                )  
  ) ss.  
COUNTY OF                            )

On this 28 day of July, 1993, before me personally appeared Peter M. Jones, to me personally known, who being by me duly sworn, says that he is the President of U.S. Rail Services, a division of United States Leasing International, 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.

*Jacqueline G. Wetherston*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: February 15, 1994