

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

November 1, 1993

18451

RECORDED - FILED

NOV 4 1993 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Mr Strickland

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11303(a) are three fully executed and acknowledged originals and two photocopies of a Memorandum of Assignment Agreement dated as of September 15, 1993, a primary document as defined in the Rules for the Recordation of Documents, 49 C F R Section 1177

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

Assignor PacRail
Two Embarcadero Center, Suite 1655
San Francisco, CA 94111

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

The description of the railroad equipment covered by the enclosed documents is

Ninety-five (95) 100-ton, 4,750 cubic foot capacity aluminum covered hopper railcars built in 1966 marked and numbered as follows

MNA 888596	MNA 888628	MNA 888683	MNA 888721	MNA 890968
MNA 888597	MNA 888637	MNA 888685	MNA 888722	MNA 890969
MNA 888598	MNA 888640	MNA 888686	MNA 888726	MNA 891086
MNA 888600	MNA 888643	MNA 888687	MNA 888728	MNA 891089
MNA 888601	MNA 888650	MNA 888688	MNA 888729	MNA 891091
MNA 888603	MNA 888651	MNA 888689	MNA 888731	MNA 891094
MNA 888604	MNA 888655	MNA 888690	MNA 888732	MNA 891095
MNA 888608	MNA 888656	MNA 888691	MNA 888733	MNA 891096
MNA 888609	MNA 888657	MNA 888695	MNA 888734	MNA 891097
MNA 888612	MNA 888658	MNA 888696	MNA 888736	MNA 891098
MNA 888613	MNA 888660	MNA 888697	MNA 888737	MNA 891100
MNA 888614	MNA 888663	MNA 888699	MNA 888740	MNA 891101
MNA 888615	MNA 888664	MNA 888702	MNA 888741	MNA 891102
MNA 888618	MNA 888665	MNA 888705	MNA 888743	MNA 891104
MNA 888620	MNA 888669	MNA 888710	MNA 888744	MNA 891105
MNA 888621	MNA 888672	MNA 888715	MNA 888745	
MNA 888622	MNA 888674	MNA 888716	MNA 890963	
MNA 888623	MNA 888678	MNA 888718	MNA 890964	
MNA 888625	MNA 888680	MNA 888719	MNA 890965	
MNA 888626	MNA 888681	MNA 888720	MNA 890966	

Mr. Sidney L. Strickland, Jr
November 1, 1993
Page 2

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

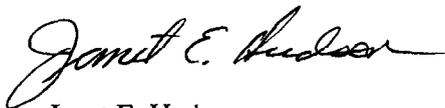
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned

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

Memorandum of Assignment dated as of September 15, 1993 between PacRail, Assignor, and Greenbrier Leasing Corporation, Assignee, covering ninety-five (95) 100-ton, 4,750 cubic foot capacity aluminum covered hopper railcars built in 1966 marked and numbered as follows

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MNA 888597	MNA 888637	MNA 888685	MNA 888722	MNA 890969
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MNA 888625	MNA 888680	MNA 888719	MNA 890965	
MNA 888626	MNA 888681	MNA 888720	MNA 890966	

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Robert W. Alvord, Esq

Interstate Commerce Commission
Washington, D.C. 20423

11/4/93

OFFICE OF THE SECRETARY

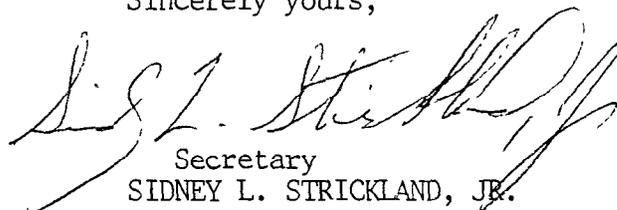
Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive Suite 200
Lake Oswego, Oregon 97035

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 **11/4/93** at **10:05am**, and assigned recordation number(s). **18450 & 18451**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18451
RECORDED INDEXED

NOV 4 1993 - 10 02 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

PACRAIL (aka PACIFIC RAIL LEASING CORPORATION)

(THE RAIL TEX, INC. LEASE)

SEPTEMBER 15, 1993

Memorandum of Assignment Agreement made and entered into as of September 15, 1993 by and between PacRail (aka Pacific Rail Leasing Corporation, a California corporation, ("Assignor") and Greenbrier Leasing Corporation, a Delaware corporation, ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Rail Tex, Inc. ("Lessee") ninety-five (95) 100-ton, 4,750 cubic foot capacity aluminum covered hopper railcars built in 1966 marked and numbered as follows:

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MNA 888597	MNA 888637	MNA 888685	MNA 888722	MNA 890969
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MNA 888625	MNA 888680	MNA 888719	MNA 890965	
MNA 888626	MNA 888681	MNA 888720	MNA 890966	

(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: Vice President

PACRAIL
(aka, PACIFIC RAIL LEASING CORPORATION)
By: [Signature]
Title: President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of October, 1993, 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: 5/28/94

STATE OF California)
COUNTY OF San Francisco) ss.

On this 14th day of October, 1993, before me personally appeared Edward Garvey, to me personally known, who being by me duly sworn, says that he is the President of PACRAIL (aka, PACIFIC RAIL 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.

Diane M. Prewitt
NOTARY PUBLIC

My commission expires:

