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

RECORDATION NO. 18499-A  
FILED 1993

DEC 23 1993 -10 35 AM  
INTERSTATE COMMERCE COMMISSION  
OF COUNSEL  
URBAN A. LESTER

December 23, 1993

RECORDATION NO. 18499-B  
FILED 1993  
0100074017

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

DEC 23 1993 -10 35 AM  
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are: (1) four executed copies of a Memorandum of Partial Assignment Agreement dated December 23, 1993, and (2) three executed copies of a Bill of Sale, also dated December 23, 1993, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement dated as of March 15, 1993, which was filed with the Commission on December 3, 1993 under Recordation Number 18499.

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

Memorandum of Partial Assignment Agreement

Assignor: Greenbrier Railcar, Inc.  
One Centerpointe Drive  
Lake Oswego, Oregon 97035

Assignee: Sequel Railcar Leasing Corporation  
570 Lake Cook Road, Suite 405  
Deerfield, Illinois 60015

LICENSING BRANCH

Dec 23 10 28 PM 1993

RECEIVED  
OFFICE OF THE  
SECRETARY

*Charles M. Linn*  
*Christy*

Mr. Sidney L. Strickland, Jr.  
December 23, 1993  
Page 2

Bill of Sale

Seller : Greenbrier Railcar, Inc.  
One Centerpointe Drive  
Lake Oswego, Oregon 97035

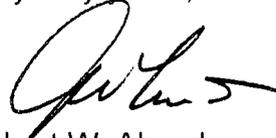
Buyer: Sequel Railcar Leasing Partners  
570 Lake Cook Road, Suite 405  
Deerfield, Illinois 60015

A description of the railroad equipment covered by the enclosed documents is attached to the Memorandum of Partial Assignment Agreement and Bill of Sale.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 18499 A FILED 1425

DEC 23 1993 -10 35 AM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF PARTIAL ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC.

AND

SEQUEL RAILCAR LEASING CORPORATION

DECEMBER 23, 1993

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Memorandum of Partial Assignment Agreement made and entered into as December 23, 1993 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Assignor") and Sequel Railcar Leasing Corporation, an Illinois corporation, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to NAMSCO, Inc. ("Lessee") forty-nine (49) 60-foot, 100-ton rehabilitated boxcars bearing the marks and numbers on the attached Equipment List (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 Partial 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.

By: Normis M. Webb

Title: Vice President

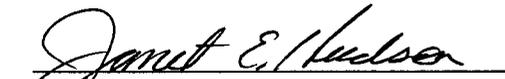
SEQUEL RAILCAR LEASING CORPORATION

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

Title: President

STATE OF OREGON                    )  
  ) ss.  
COUNTY OF CLACKAMAS            )

On this 22<sup>nd</sup> day of December, 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 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.

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

My commission expires: 5/28/94

STATE OF \_\_\_\_\_                    )  
  ) ss.  
COUNTY OF \_\_\_\_\_                )

On this \_\_\_\_ day of \_\_\_\_\_, 1993, before me personally appeared Harvey Kinzelberg, to me personally known, who being by me duly sworn, says that he is the President of SEQUEL RAILCAR 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:

Memorandum of Partial Assignment Agreement made and entered into as December 23, 1993 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Assignor") and Sequel Railcar Leasing Corporation, an Illinois corporation, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to NAMSCO, Inc. ("Lessee") forty-nine (49) 60-foot, 100-ton rehabilitated boxcars bearing the marks and numbers on the attached Equipment List (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 Partial 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.

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

Title: Vice President

SEQUEL RAILCAR LEASING CORPORATION

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 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.

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

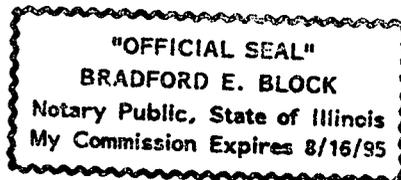
My commission expires:

STATE OF Illinois )  
 ) ss.  
COUNTY OF Lake )

On this 21st day of December, 1993, before me personally appeared Harvey Kinzelberg, to me personally known, who being by me duly sworn, says that he is the President of SEQUEL RAILCAR 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.

Bradford E. Block  
NOTARY PUBLIC

My commission expires:



## EQUIPMENT LIST

## NORTH AMERICAN CHEMICAL BOXCARS

NEW NO. (DGHX)	OLD NO. (SSW)
1100	28405
1101	28323
1102	28440
1103	28251
1104	28288
1105	28433
1106	28348
1107	28431
1108	28432
1109	28219
1110	28262
1111	28263
1112	28216
1113	28250
1114	28210
1115	28435
1116	28278
1117	28259
1118	28274
1119	28344
1120	28393
1121	28395
1134	28666
1135	28568
1136	28536
1137	28622
1138	28699
1139	28648
1140	28649
1141	28697
1142	28668
1143	28511
1144	28676
1145	28585
1146	28581
1147	28552
1148	28534
1149	28662
1150	28605
1151	28569
1152	28548
1153	28598
1154	28591
1155	28600
1156	28541
1157	28638
1158	28633
1159	28640
1133	28675

49 Railcars