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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 16426-A FILED 1425
JUL 17 1995 -9 15 AM
INTERSTATE COMMERCE COMMISSION

July 17, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of Memorandum of Partial Assignment Agreement, dated July 17, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease duly filed with the Commission under one of the following Recordation Numbers: 16426, 16780 and 17905.

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

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97025

Assignee: The Texas Mexican Railway Co.
and MRC Landbridge, Inc. (a general partnership)
c/o The Texas Mexican Railway Co.
1200 Washington Street
Laredo, Texas 78040

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A (Paragraph ___1___).

Also enclosed is a check in the amount of $21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 16426-A
JUL 17 1995 -9 15 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF PARTIAL ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

A GENERAL PARTNERSHIP BETWEEN THE TEXAS MEXICAN RAILWAY CO.,
A U.S. AFFILIATE COMPANY OF TRANSPORTACION MARITIMA
MEXICANA, S.A. DE C.V.
AND
MRC LANDBRIDGE, INC., A U.S. AFFILIATE COMPANY OF MITSUI & CO.
LIMITED

July 17, 1995

Memorandum of Partial Assignment Agreement made and entered into as of July 17, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") on the one hand, and a general partnership between the Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V., and MRC Landbridge, Inc., a U.S. affiliate company of Mitsui & Co. Limited ("Assignee") on the other hand.

W I T N E S S E T H:

1. Assignor, as Lessor, leased to the lessees listed on Exhibit A bulkhead intermodal railcars also listed on Exhibit A pursuant to those certain Lease Agreements listed on Exhibit A (the "Leases").

2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Leases and the corresponding railcars which are the subject of those Leases.

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
("Assignor")

By: Norris M. Webb

Title: Vice President

Date: _____

TEXMEX MRC RAILCAR PARTNERSHIP
("Assignee")

By: TEXAS MEXICAN RAILWAY CO.
GENERAL PARTNER

By: _____

Title: _____

Date: _____

By: MRC LANDBRIDGE, INC.
GENERAL PARTNER

By: _____

Title: _____

Date: _____

WORD\L\95\MEMPTASN.JV

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 11th day of July, 1995, 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: 5/28/98

OFFICIAL SEAL
JANET E. HUDSON
NOTARY PUBLIC - OREGON
COMMISSION NO.032937
MY COMMISSION EXPIRES MAY 28, 1998

STATE OF)
) ss.
COUNTY OF)

On this ____ day of _____, 1995, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V. 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 of July 17, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") on the one hand, and a general partnership between the Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V., and MRC Landbridge, Inc., a U.S. affiliate company of Mitsui & Co. Limited ("Assignee") on the other hand.

W I T N E S S E T H:

1. Assignor, as Lessor, leased to the lessees listed on Exhibit A bulkhead intermodal railcars also listed on Exhibit A pursuant to those certain Lease Agreements listed on Exhibit A (the "Leases").

2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Leases and the corresponding railcars which are the subject of those Leases.

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
("Assignor")

By: _____

Title: Vice President

Date: _____

TEXMEX MRC RAILCAR PARTNERSHIP
("Assignee")

By: TEXAS MEXICAN RAILWAY CO.
GENERAL PARTNER

By: Z W Fields

Title: President

Date: July 13, 1995

By: MRC LANDBRIDGE, INC.
GENERAL PARTNER

By: _____

Title: _____

Date: _____

WORD\L\95\MEMPTASN.JV

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this ____ day of _____, 1995, 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.

_____
NOTARY PUBLIC

My commission expires:

STATE OF TEXAS)
) ss.
COUNTY OF WEBB)

On this 13th day of July, 1995, before me personally appeared R.D. Fields, to me personally known, who being by me duly sworn, says that he is the President of Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V. 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.

SANDRA SUE WEBBER
Notary Public, State of Texas
My Commission Expires 08-14-1997

Sandra Sue Webber
NOTARY PUBLIC

My ~~commission expires:~~ 8-14-97

Memorandum of Partial Assignment Agreement made and entered into as of July 17, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") on the one hand, and a general partnership between the Texas Mexican Railway Co., a U.S. affiliate company of Transportacion Maritima Mexicana, S.A. de C.V., and MRC Landbridge, Inc., a U.S. affiliate company of Mitsui & Co. Limited ("Assignee") on the other hand.

W I T N E S S E T H:

1. Assignor, as Lessor, leased to the lessees listed on Exhibit A bulkhead intermodal railcars also listed on Exhibit A pursuant to those certain Lease Agreements listed on Exhibit A (the "Leases").

2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Leases and the corresponding railcars which are the subject of those Leases.

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
("Assignor")

By: _____

Title: Vice President

Date: _____

TEXMEX MRC RAILCAR PARTNERSHIP
("Assignee")

By: TEXAS MEXICAN RAILWAY CO.
GENERAL PARTNER

By: _____

Title: _____

Date: _____

By: MRC LANDBRIDGE, INC.
GENERAL PARTNER

By: _____
Takahiro Okamoto

Title: Vice President

Date: July 13, 1995

WORD\L\95\MEMPTASN.JV

STATE OF California,
) ss.
COUNTY OF San Francisco

On this 13th day of July, 1995, before me personally appeared Takahiro Okamoto, to me personally known, who being by me duly sworn, says that he is the Vice President of MCR Landbridge, a U.S. affiliate of Mitsui & Co. Limited 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
Comm. #1003961
NOTARY PUBLIC - CALIFORNIA
City & County of San Francisco
Comm. Expires Sept. 6, 1997

Diane Prewitt
NOTARY PUBLIC

My commission expires: 9/6/97

WORD\L\95\MEMPTASN.JV

EXHIBIT A

1. Lease Agreement with Southern Pacific Transportation Company dated as of March 20, 1989 covering nineteen (19) five-unit, Twin-Stack® bulkhead railcars but only to the extent of one (1)railcar marked and numbered SP 2415.

2. Lease Agreement with Southern Pacific Transportation Company dated as of January 5, 1990 covering fifteen (15) five-unit, Twin-Stack® bulkhead railcars but only to the extent of fourteen (14) railcars marked and numbered SP 2377, SP 2378, SP 2379, SP 2380, SP 2381, SP 2383, SP 2384, SP 2385, SP 2386, SP 2388, SP 2391, SP 2392, SP 2395 and SP 2396.

3. Lease Agreement with Southern Pacific Transportation Company dated as of September 13, 1991 covering six (6) five-unit bulkhead 100 ton railcars marked and numbered SP 2214, SP 2382, SP 2387, SP 2389, SP 2390 and SP 2393.

4. Lease Agreement with Burlington Northern Railroad Company dated as of March 2, 1992 covering, among other items of rail equipment, twenty (20) five-unit intermodal railcars described in Rider No. 2 also dated March 2, 1992 but only to the extent of nine (9) intermodal railcars marked and numbered BN 63968 and BN 63995 through BN 64002, inclusive.

5. Lease Agreement with Wisconsin Central, Ltd. dated as of March 22, 1995 covering eleven (11) Gunderson-built Twin-Stack® railcars with 40-foot platforms but only to the extent of six (6) railcars marked and numbered WC 36600, WC 36601, WC 36602, WC 36603, WC 36605, and WC 36606.

WORD\L\95\MEMPTASN.JV