

RECORDATION NO. 20420-8 FILED

SEP 2 '99

11-30 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

20006-2973

(202) 393-2266

FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

September 2, 1999

Mr Vernon A Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment and Assumption Agreement, dated August 31, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 20420

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

Assignor: Greenbrier Leasing Limited
One Centerpointe Drive
Lake Oswego, Oregon 97035

Assignee: Bombardier Finance Inc
6900 Wedgwood Road, Suite 120
Maple Grove, Minnesota 55311

A description of the railroad equipment covered by the enclosed document is

twenty-five (25) hopper cars - PLMX 1000 through PLMX 1024

Mr Vernon A. Williams
September 2, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

REC'D AUG 26 1999

RECORDATION NO. 20420-A FILED

SEP 2 '99 11-30 AM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING LIMITED

AND

BOMBARDIER FINANCE INC.

AUGUST 31, 1999

Memorandum of Assignment and Assumption Agreement made and entered into as of August 31, 1999, by and between Greenbrier Leasing Limited, a Nova Scotia corporation ("Assignor"), and Bombardier Finance Inc., a Canadian corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to ~~Canadian Pacific Railway Company~~ ^{Prairie Malt Limited} ("Lessee") Twenty-five (25) 100-ton (286,000 lbs. GRL), 5250 cubic-foot covered hopper railcars with trough hatches, and gravity outlet gates, marked and numbered PMLX 1000 through PMLX 1024, inclusive (the "Cars"), pursuant to that certain Lease Agreement and Rider No. 1 thereto dated as of October 31, 1996 (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars 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 LIMITED

By: Norris M. Webb

Title: President

BOMBARDIER FINANCE INC.

By: [Signature]

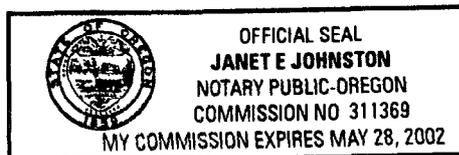
Title: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th day of August, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the President of Greenbrier Leasing 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.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF MINNESOTA)
) ss.
COUNTY OF Wright)

On this 31st day of August, 1999, before me personally appeared George Calver, to me personally known, who being by me duly sworn, says that he is the Vice President, General Mgr. of Bombardier Finance 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.



Gail M. Blagsvedt
NOTARY PUBLIC

My commission expires: 1-31-2000