

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

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

RECORDATION NO

FILED 1425

AUG 2 1990 -11 55 AM

INTERSTATE COMMERCE COMMISSION

0-214A016

July 30, 1990

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) original copies of a Memorandum of Assignment Agreement dated as of July 26, 1990, 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 document are:

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

Assignee: Westinghouse Credit Corporation
One Oxford Centre, 7th Floor
Pittsburgh, Pennsylvania 15219

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

Twelve (12) Maxi-Stack™ III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks. Capacity for all wells: 117,000 pounds. The railcars bear marks and numbers CHTT 2004 - CHTT 2015, inclusive.

Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

AUG 2 11 47 AM '90
MOTOR OPERATING UNIT

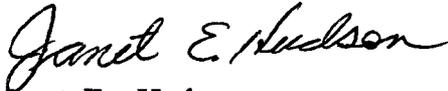
Ms. Mildred Lee
July 30, 1990
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

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

Memorandum of Assignment Agreement dated as of July 26, 1990 between Greenbrier Leasing Corporation, Assignor and Westinghouse Credit Corporation, Assignee, covering twelve (12) Maxi-Stack™ III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks. Capacity for all wells: 117,000 pounds. The railcars bear marks and numbers CHTT 2004 - CHTT 2015, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

8/8/90

OFFICE OF THE SECRETARY

Janet E. Hudson

The Greenbrier Companies

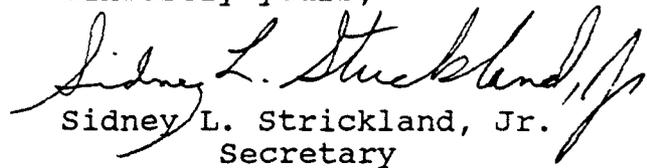
One Centerpointe Drive, Suite 200

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 8/2/90 at 11:55am, and assigned recordation number(s). 16645-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16645-A FILED 1425

AUG 2 1990 -11 55 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("ASSIGNOR")

AND

WESTINGHOUSE CREDIT CORPORATION ("ASSIGNEE")

JULY 26, 1990

Memorandum of Assignment Agreement made and entered into as of July 26, 1990 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Westinghouse Credit Corporation, a Delaware corporation, ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Union Pacific Railroad Company and Missouri Pacific Railroad Company (individually and collectively the "Lessee") twelve (12) Maxi-Stack™ III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks. Capacity for all wells: 117,000 pounds. The railcars bear marks and numbers CHTT 2004 - CHTT 2015, 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.

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, V.P.

WESTINGHOUSE CREDIT CORPORATION

By: Robert J. Blankenship, Mgr. Rail Ops

L073001.1

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 30th day of July, 1990, 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.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF)

On this 26th day of July, 1990, before me personally appeared Robert J. Shokrenyuk, to me personally known, who being by me duly sworn, says that he is Manager Fuel Operations of WESTINGHOUSE CREDIT 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.

Sandra K. Pack
NOTARY PUBLIC

My commission expires: July 26, 1993

Notary Public
Sandra K Pack, Notary Public
Pittsburgh, Allegheny County
My Commission Expires July 26, 1993

Member, Pennsylvania Association of Notaries