

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
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

May 31, 2000

RECORDATION NO. 20455-E FILED

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

MAY 31 '00 3-22 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Partial Assignment and Assumption Agreement, dated as of May 31, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Lease (Schedule No. 2) which was previously filed with the Board under Recordation Number 20455-D.

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

Assignor: Greenbrier Leasing Corporation  
One Centerpointe Drive  
Lake Oswego, OR 97035

Assignee: Bombardier Capital Rail, Inc.  
6900 Wedgwood Road  
Maple Grove, MN 55311

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

47 boxcars attached hereto

Mr. Vernon A. Williams  
May 31, 2000  
Page Two

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 copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/cc  
Enclosures

**EXHIBIT A**  
**First Assets**

Forty-seven (47) 60-foot, Plate F boxcars with double eight-foot plug doors, 15-inch EOCC and nailable steel floors.

**Car Marks and Numbers**

Marks	Numbers	Marks	Numbers
CRLE	19300	CRLE	19441
CRLE	19304	CRLE	19443
CRLE	19305	CRLE	19450
CRLE	19309	CRLE	19452
CRLE	19314	CRLE	19454
CRLE	19316	CRLE	19455
CRLE	19325	CRLE	19459
CRLE	19328	CRLE	19462
CRLE	19338	CRLE	19463
CRLE	19341	CRLE	19469
CRLE	19348	CRLE	19470
CRLE	19349	CRLE	19471
CRLE	19351	CRLE	19472
CRLE	19355	CRLE	19474
CRLE	19361	CRLE	19478
CRLE	19362	CRLE	19480
CRLE	19372	CRLE	19481
CRLE	19379	CRLE	19482
CRLE	19380	CRLE	19483
CRLE	19387	CRLE	19484
CRLE	19389	CRLE	19486
CRLE	19430	CRLE	19487
CRLE	19431	CRLE	19491
CRLE	19438	Total Cars:	47

RECORDATION NO. 20455-E FILED

MAY 31 '00 3-22 PM

SURFACE TRANSPORTATION BOARD

---

MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

MAY 31, 2000

---

Memorandum of Partial Assignment and Assumption Agreement made and entered into as of May 31, 2000, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Assignor") and Bombardier Capital Rail Inc., a Minnesota corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Cascade Warehouse Company, Inc. ("Lessee") fifty (50) 60-foot, Plate F boxcars with double eight-foot plug doors, 15-inch EOCC and nailable steel floors, marked and numbered CRLE 19300 through CRLE 19491, not inclusive, pursuant to that certain Lease Agreement dated December 5, 1996, and Schedule No. 2 thereto dated as of March 1, 2000 (collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor all of Assignor's right, title and interest in certain of the leased railcars, more completely described in Exhibit A hereto (the "Cars"), as well as Assignor's right, title and interest under the Lease to the extent it relates to the Cars.
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 LEASING CORPORATION

By: Norman M. Webb

Title: Executive Vice President

BOMBARDIER CAPITAL RAIL INC.

By: Bradley C. Gunstad

Title: Vice President & General Counsel

RECORDATION NO. 20455-E FILED

MAY 31 '00

3-22 PM

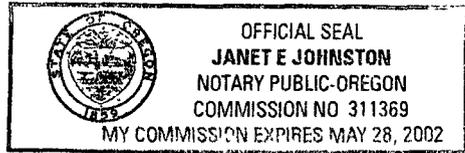
SURFACE TRANSPORTATION BOARD

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 25<sup>th</sup> day of May, 2000, 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.

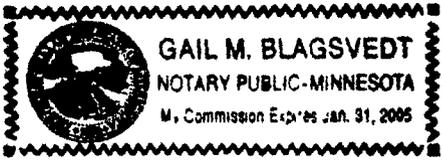
Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF Hennepin )

On this 30<sup>th</sup> day of May, 2000, before me personally appeared Bradley C. Anstadt, to me personally known, who being by me duly sworn, says that he is the V.P. General Counsel of Bombardier Capital Rail 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: 1-31-2005

G:\WORD\PURCH\2000\BOMBARDIER 50 CASCADE WAREHOUSE BOX 0531001\PO5310012 50 CASCADE WARE PURCHASE  
K.doc

**EXHIBIT A**  
**First Assets**

Forty-seven (47) 60-foot, Plate F boxcars with double eight-foot plug doors, 15-inch EOCC and nailable steel floors.

**Car Marks and Numbers**

Marks	Numbers	Marks	Numbers
CRLE	19300	CRLE	19441
CRLE	19304	CRLE	19443
CRLE	19305	CRLE	19450
CRLE	19309	CRLE	19452
CRLE	19314	CRLE	19454
CRLE	19316	CRLE	19455
CRLE	19325	CRLE	19459
CRLE	19328	CRLE	19462
CRLE	19338	CRLE	19463
CRLE	19341	CRLE	19469
CRLE	19348	CRLE	19470
CRLE	19349	CRLE	19471
CRLE	19351	CRLE	19472
CRLE	19355	CRLE	19474
CRLE	19361	CRLE	19478
CRLE	19362	CRLE	19480
CRLE	19372	CRLE	19481
CRLE	19379	CRLE	19482
CRLE	19380	CRLE	19483
CRLE	19387	CRLE	19484
CRLE	19389	CRLE	19486
CRLE	19430	CRLE	19487
CRLE	19431	CRLE	19491
CRLE	19438	Total Cars:	47