

RECORDATION NO. 26554-E FILED

MAY 30 '07 -3 0 0 PM

SURFACE TRANSPORTATION BOARD

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

May 30, 2007

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 two (2) copies of a Fifth Memorandum of Partial Assignment of Lease, dated as of May 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26554.

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

Transferor: Greenbrier Leasing Company, LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Transferee: AIG Commercial Equipment Finance, Inc.
5700 Granite Parkway, Suite 850
Plano, TX 75024

Mr. Vernon A. Williams
May 30, 2007
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A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series DSEX 7240 – DSEX 7282 as more particularly set forth in the equipment schedule attached to the document.

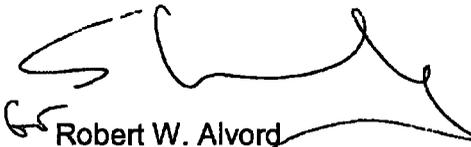
A short summary of the document to appear in the index is:

Fifth Memorandum of Partial Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 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,



Robert W. Alvord

RWA/sem
Enclosures

MAY 30 '07

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SURFACE TRANSPORTATION BOARD (ALLIED)

FIFTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS FIFTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of this 30th day of May, 2007, is made by GREENBRIER LEASING COMPANY, LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 ("Transferor"), and AIG COMMERCIAL EQUIPMENT FINANCE, INC., a Delaware corporation, with an address at 5700 Granite Parkway, Suite 850, Plano, TX 75024 ("Transferee" and, together with Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of April 9, 2007 relating to the sale by Transferor to Transferee of two hundred eighty-two (282) 85-foot flatcars, as more completely identified on Schedule 1 hereto (the "Cars"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Rider 1 dated as of August 23, 2006 (the "Rider") to the Equipment Lease, dated August 23, 2006, between Transferor, as Lessor, and Allied Waste Systems, Inc., as Lessee (the "Lease Agreement"), and Transferor's right, title and interest in, and obligations under the Lease Agreement as it relates to the Cars;

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date herewith (the "Assignment Agreement"), Transferee has acquired all of Transferor's interest in the thirty (30) Cars identified in Schedule 2 hereto (the "Fifth Closing Cars"), and Transferor's interest in the Rider and the Lease Agreement as each relates to the Fifth Closing Cars;

WHEREAS, the Fifth Closing Cars are currently subject to the Rider and the Lease Agreement;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and the Rider was filed with the Surface Transportation Board on September 14, 2006, and assigned recordation number 26554;

WHEREAS, a Memorandum of Partial Assignment of Lease was filed with the Surface Transportation Board on April 9, 2007, and assigned recordation number 26554-A;

WHEREAS, a Second Memorandum of Partial Assignment of Lease was filed with the Surface Transportation Board on April 19, 2007, and assigned recordation number 26554-B;

WHEREAS, a Third Memorandum of Partial Assignment of Lease was filed with the Surface Transportation Board on May 9, 2007, and assigned recordation number 26554-C;

WHEREAS, a Fourth Memorandum of Partial Assignment of Lease was filed with the Surface Transportation Board on May 23, 2007, and assigned recordation number 26554-D; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid partial assignment by Transferor of its right, title and interest in the Fifth Closing Cars, and its right title and interest in and obligations under the Rider and the Lease Agreement as each relates to the Fifth Closing Cars, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Fifth Closing Cars to Transferee and the partial assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Rider and the Lease Agreement as each relates to the Fifth Closing Cars.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the undersigned has caused this Fifth Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY
LLC

By: Mark Rittenbaum
Name: Mark Rittenbaum
Title: Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 24th day of May, 2007, before me personally appeared Mark Rittenbaum, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

AIG COMMERCIAL EQUIPMENT
FINANCE, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Fifth Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY
LLC

By: _____
Name:
Title:

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this ____ day of _____, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC
My commission expires: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

AIG COMMERCIAL EQUIPMENT
FINANCE, INC.

By: Jeffrey L. Wilkison
Name: Jeffrey L. Wilkison
Title: Vice President

**SCHEDULE 1
TO THE
FIFTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE
DATED AS OF MAY 30, 2007**

EQUIPMENT

Two hundred eighty-two (282) 85-foot, 110-ton, Plate C standard level flatcars equipped to carry four (4) 20-foot containers, bearing the following road marks and numbers:

DSEX 7001 through DSEX 7282, inclusive

**SCHEDULE 2
TO THE
FIFTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE
DATED AS OF MAY 30, 2007**

FIFTH CLOSING CARS

Thirty (30) 85-foot, 110-ton, Plate C standard level flatcars equipped to carry four (4) 20-foot containers, bearing the following road marks and numbers:

Car Mark	Car Number
DSEX	7240
DSEX	7246
DSEX	7247
DSEX	7249
DSEX	7252
DSEX	7253
DSEX	7255
DSEX	7256
DSEX	7258
DSEX	7259
DSEX	7263
DSEX	7264
DSEX	7265
DSEX	7266
DSEX	7267
DSEX	7268
DSEX	7269
DSEX	7270
DSEX	7271
DSEX	7272
DSEX	7273
DSEX	7274
DSEX	7275
DSEX	7276
DSEX	7277
DSEX	7278
DSEX	7279
DSEX	7280
DSEX	7281
DSEX	7282
Total	30 Cars

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/30/07



Robert W. Alvord