

RECORDATION NO. 22447-A FILED

JAN - 3 '00

1-56 PM

ALVORD AND ALVORD

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

OF COUNSEL
URBAN A. LESTER

December 29, 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 two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated December 31, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Commission under Recordation Number 22447.

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

Assignee: Bombardier Capital Rail Inc.
6900 Wedgewood Road, Suite 120
Maple Grove, Minnesota 55311

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

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

70 railcars - BNSF 314000 through BNSF 314069, inclusive

Mr. Vernon Williams
December 29, 1999
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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

DECEMBER 31, 1999

Memorandum of Assignment and Assumption Agreement made and entered into as of December 30, 1999, 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 Burlington Northern and Santa Fe Railway Company ("Lessee") seventy (70) two-unit, articulated, Auto-Max™ vehicle carrying railcars, marked and numbered BNSF 314000 through BNSF 314069, inclusive, pursuant to that certain Lease Agreement and Rider No. 1 thereto dated August 1, 1999 (collectively, 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 the 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 CORPORATION

By: Warren M. Webb

Title: Executive Vice President

BOMBARDIER CAPITAL RAIL INC.

By: Bradley C. Gunstad

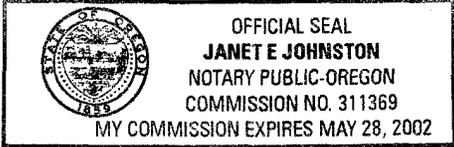
Title: Vice President & General Counsel

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 22nd day of December, 1999, 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.

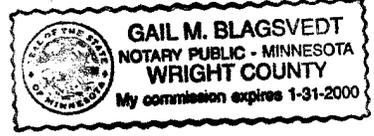
Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF MINNESOTA)
) ss.
COUNTY OF Wright)

On this 27 day of December, 1999, before me personally appeared Bradley C. Thurston, to me personally known, who being by me duly sworn, says that he is the Vice President, 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: 1-31-2000