

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

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

RECORDATION NO. 19452-G FILED
MAY 31 '00 3-09 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 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. 4) which was previously filed with the Board under Recordation Number 19452-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:

55 boxcars CRLE 15495-CRLE 15549 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 cursive script, appearing to read "Alvord", written in black ink.

Robert W. Alvord

RWA/cc
Enclosures

RECORDATION NO. 19452-G FILED

MAY 31 '00 3-09 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

May 31, 2000

Memorandum of 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 CSX Transportation, Inc. ("Lessee") fifty-five (55) 50-foot, Plate F boxcars with 10-foot single plug doors, nailable steel floors and 15-inch EOCC, marked and numbered CRLE 15495 through CRLE 15549, inclusive (the "Cars"), pursuant to that certain Lease Agreement dated January 16, 1995, and Schedule No. 4 thereto dated as of February 1, 2000 (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 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 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: Norris M. Webb

Title: Executive Vice President

BOMBARDIER CAPITAL RAIL INC.

By: Bradley C. Gunstad

Title: Vice President & General Counsel

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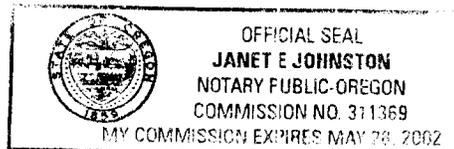
SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th 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.

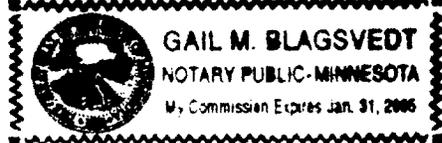
Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF MINNESOTA)
) ss.
COUNTY OF Hennepin)

On this 30th day of May, 2000, before me personally appeared Bradley C. Gustad, 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. Blagsveot
NOTARY PUBLIC

My commission expires: 1-31-2005