ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

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

OF COUNSEL
URBAN A. LESTER

June 19, 2000

RECORDATION NO. 19175-I FILED

JUN 21 '00 10-05 AM

SURFACE TRANSPORTATION BOARD

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 May 31, 2000, a ~~primary~~ secondary document, as defined in the Board's Rules for the Recordation of Documents and 2 copies of a Bill of Sale, a secondary document related thereto..

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

Assignor/Seller: James-Furman Company
One Centerpointe Drive
Lake Oswego, OR 97034

Assignee/Buyer: Allfirst Bank
25 South Charles Street
Baltimore, MD 21201

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

47 autoracks and 351 railcars with autoracks attached hereto

Also enclosed is a check in the amount of $52.00 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,

Robert W. Alvord

RWA/cc
Enclosures

DESCRIPTION OF EQUIPMENT

Autoracks, marked and numbered as follows:

Car Mark	Car Number	Rack Type	Car Mark	Car Number	Rack Type
ETTX	800138	Tri-Level	TTGX	254860	Bi-Level
ETTX	800143	Tri-Level	TTGX	254945	Bi-Level
ETTX	800233	Tri-Level	TTGX	255053	Bi-Level
ETTX	800387	Tri-Level	TTGX	255090	Bi-Level
ETTX	800408	Tri-Level	TTGX	255106	Bi-Level
ETTX	800521	Tri-Level	TTGX	255195	Bi-Level
ETTX	800524	Tri-Level	TTGX	255628	Bi-Level
ETTX	800525	Tri-Level	TTGX	255722	Bi-Level
ETTX	800527	Tri-Level	TTGX	255724	Bi-Level
ETTX	800539	Tri-Level	TTGX	255767	Bi-Level
ETTX	800565	Tri-Level	TTGX	255780	Bi-Level
ETTX	800568	Tri-Level	TTGX	255806	Bi-Level
ETTX	800575	Tri-Level	TTGX	255857	Bi-Level
ETTX	800579	Tri-Level	TTGX	255989	Bi-Level
ETTX	800585	Tri-Level	TTGX	256040	Bi-Level
ETTX	800586	Tri-Level	TTGX	961871	Bi-Level
ETTX	800621	Tri-Level			
ETTX	800628	Tri-Level			
ETTX	800974	Tri-Level			
ETTX	801086	Tri-Level			
ETTX	801106	Tri-Level			
ETTX	801114	Tri-Level			
ETTX	801159	Tri-Level			
ETTX	801160	Tri-Level			
ETTX	801307	Tri-Level			
ETTX	801855	Tri-Level			
ETTX	908982	Tri-Level			
ETTX	908984	Tri-Level			
ETTX	909189	Tri-Level			
TTGX	254623	Bi-Level			
TTGX	254833	Bi-Level			

Bi-Level Rack Count	18
Tri-Level Rack Count	29
Total Rack Count	47

Flatcars with attached autoracks marked and numbered as follows:

Car Mark	Car Number	Rack Type
SOO	515800	Tri-Level
SOO	515801	Tri-Level
SOO	515802	Tri-Level
SOO	515803	Tri-Level
SOO	515804	Tri-Level
SOO	515805	Tri-Level
SOO	515806	Tri-Level
SOO	515807	Tri-Level
SOO	515808	Tri-Level
SOO	515810	Tri-Level
SOO	515811	Tri-Level
SOO	515812	Tri-Level
SOO	515813	Tri-Level
SOO	515814	Tri-Level
SOO	515815	Tri-Level
SOO	515816	Tri-Level
SOO	515817	Tri-Level
SOO	515818	Tri-Level
SOO	515819	Tri-Level
SOO	515820	Tri-Level
SOO	515821	Tri-Level
SOO	515822	Tri-Level
SOO	515823	Tri-Level
SOO	515826	Tri-Level
SOO	515827	Tri-Level
SOO	515828	Tri-Level
SOO	515830	Tri-Level
SOO	515831	Tri-Level
SOO	515832	Tri-Level
SOO	515833	Tri-Level
SOO	515834	Tri-Level
SOO	515835	Tri-Level
SOO	515836	Tri-Level
SOO	515837	Tri-Level
SOO	515838	Tri-Level
SOO	515839	Tri-Level
SOO	515844	Tri-Level
SOO	515845	Tri-Level
SOO	515846	Tri-Level
SOO	515847	Tri-Level
SOO	515848	Tri-Level
SOO	515849	Tri-Level
SOO	515850	Tri-Level
SOO	515851	Tri-Level

Car Mark	Car Number	Rack Type
SOO	515852	Tri-Level
SOO	515853	Tri-Level
SOO	515854	Tri-Level
SOO	515855	Tri-Level
SOO	515856	Tri-Level
SOO	515858	Tri-Level
SOO	515859	Tri-Level
SOO	515860	Tri-Level
SOO	515861	Tri-Level
SOO	515862	Tri-Level
SOO	515863	Tri-Level
SOO	515864	Tri-Level
SOO	515865	Tri-Level
SOO	515866	Tri-Level
SOO	515867	Tri-Level
SOO	515868	Tri-Level
SOO	515869	Tri-Level
SOO	515870	Tri-Level
SOO	515871	Tri-Level
SOO	515872	Tri-Level
SOO	515873	Tri-Level
SOO	515874	Tri-Level
SOO	515875	Tri-Level
SOO	515876	Tri-Level
SOO	515877	Tri-Level
SOO	515878	Tri-Level
SOO	515879	Tri-Level
SOO	515880	Tri-Level
SOO	515881	Tri-Level
SOO	515882	Tri-Level
SOO	515883	Tri-Level
SOO	515884	Tri-Level
SOO	515885	Tri-Level
SOO	515886	Tri-Level
SOO	515889	Tri-Level
SOO	515892	Tri-Level
SOO	515893	Tri-Level
SOO	515894	Tri-Level
SOO	515895	Tri-Level
SOO	515896	Tri-Level
SOO	515897	Tri-Level
SOO	515899	Tri-Level

SOO	515900	Tri-Level
SOO	515901	Tri-Level

Car Mark	Car Number	Rack Type
SOO	515902	Tri-Level
SOO	515904	Tri-Level
SOO	515905	Tri-Level
SOO	515906	Tri-Level
SOO	515907	Tri-Level
SOO	515908	Tri-Level
SOO	515910	Tri-Level
SOO	515911	Tri-Level
SOO	515912	Tri-Level
SOO	515914	Tri-Level
SOO	515916	Tri-Level
SOO	515917	Tri-Level
SOO	515919	Tri-Level
SOO	515920	Tri-Level
SOO	515921	Tri-Level
SOO	515923	Tri-Level
SOO	515925	Tri-Level
SOO	515926	Tri-Level
SOO	515927	Tri-Level
SOO	515928	Tri-Level
SOO	515929	Tri-Level
SOO	515930	Tri-Level
SOO	515932	Tri-Level
SOO	515933	Tri-Level
SOO	515935	Tri-Level
SOO	515936	Tri-Level
SOO	515937	Tri-Level
SOO	515938	Tri-Level
SOO	515939	Tri-Level
SOO	515940	Tri-Level
SOO	515941	Tri-Level
SOO	515943	Tri-Level
SOO	515944	Tri-Level
SOO	515945	Tri-Level
SOO	515947	Tri-Level
SOO	515948	Tri-Level
SOO	515949	Tri-Level
SOO	515950	Tri-Level
SOO	515952	Tri-Level
SOO	515953	Tri-Level
SOO	515954	Tri-Level
SOO	515955	Tri-Level
SOO	515957	Tri-Level
SOO	515958	Tri-Level
SOO	515959	Tri-Level
SOO	515960	Tri-Level
SOO	515961	Tri-Level

Car Mark	Car Number	Rack Type
SOO	515965	Tri-Level
SOO	515967	Tri-Level
SOO	515968	Tri-Level
SOO	515969	Tri-Level
SOO	515970	Tri-Level
SOO	515971	Tri-Level
SOO	515972	Tri-Level
SOO	515973	Tri-Level
SOO	515974	Tri-Level
SOO	515975	Tri-Level
SOO	515977	Tri-Level
SOO	515978	Tri-Level
SOO	515981	Tri-Level
SOO	515983	Tri-Level
SOO	515984	Tri-Level
SOO	515985	Tri-Level
SOO	515986	Tri-Level
SOO	515988	Tri-Level
SOO	515989	Tri-Level
SOO	515990	Tri-Level
SOO	515992	Tri-Level
SOO	515994	Tri-Level
SOO	515995	Tri-Level
SOO	515996	Tri-Level
SOO	515997	Tri-Level
SOO	515998	Tri-Level
SOO	515999	Tri-Level
SOO	516000	Tri-Level
SOO	516001	Tri-Level
SOO	516002	Tri-Level
SOO	516004	Tri-Level
SOO	516006	Tri-Level
SOO	516008	Tri-Level
SOO	516009	Tri-Level
SOO	516010	Tri-Level
SOO	516011	Tri-Level
SOO	516012	Tri-Level
SOO	516013	Tri-Level
SOO	516015	Tri-Level

SOO	516016	Tri-Level
SOO	516017	Tri-Level
SOO	516018	Tri-Level
SOO	516019	Tri-Level
SOO	516021	Tri-Level
SOO	516022	Tri-Level
SOO	516025	Tri-Level
SOO	516026	Tri-Level

Car Mark	Car Number	Rack Type
SOO	516027	Tri-Level
SOO	516028	Tri-Level
SOO	516029	Tri-Level
SOO	516031	Tri-Level
SOO	516032	Tri-Level
SOO	516033	Tri-Level
SOO	516034	Tri-Level
SOO	516035	Tri-Level
SOO	516036	Tri-Level
SOO	516037	Tri-Level
SOO	516038	Tri-Level
SOO	516039	Tri-Level
SOO	516040	Tri-Level
SOO	516041	Tri-Level
SOO	516042	Tri-Level
SOO	516044	Tri-Level
SOO	516046	Tri-Level
SOO	516047	Tri-Level
SOO	516048	Tri-Level
SOO	516049	Tri-Level
SOO	516050	Tri-Level
SOO	516051	Tri-Level
SOO	516052	Tri-Level
SOO	516053	Tri-Level
SOO	516055	Tri-Level
SOO	516056	Tri-Level
SOO	516057	Tri-Level
SOO	516058	Tri-Level
SOO	516059	Tri-Level
SOO	516060	Tri-Level
SOO	516061	Tri-Level
SOO	516062	Tri-Level
SOO	516063	Tri-Level
SOO	516064	Tri-Level
SOO	516065	Tri-Level
SOO	516066	Tri-Level
SOO	516067	Tri-Level
SOO	516068	Tri-Level
SOO	516069	Tri-Level
SOO	516070	Tri-Level
SOO	516071	Tri-Level
SOO	516072	Tri-Level
SOO	516074	Tri-Level
SOO	516076	Tri-Level
SOO	516077	Tri-Level
SOO	516078	Tri-Level
SOO	516079	Tri-Level

Car Mark	Car Number	Rack Type
SOO	516081	Tri-Level
SOO	516082	Tri-Level
SOO	516083	Tri-Level
SOO	516084	Tri-Level
SOO	516085	Tri-Level
SOO	516086	Tri-Level
SOO	516087	Tri-Level
SOO	516088	Tri-Level
SOO	516089	Tri-Level
SOO	516090	Tri-Level
SOO	516091	Tri-Level
SOO	516092	Tri-Level
SOO	516093	Tri-Level
SOO	516094	Tri-Level
SOO	516095	Tri-Level
SOO	516096	Tri-Level
SOO	516098	Tri-Level
SOO	516099	Tri-Level
SOO	516313	Bi-Level
SOO	516314	Bi-Level
SOO	516315	Bi-Level
SOO	516316	Bi-Level
SOO	516318	Bi-Level
SOO	516319	Bi-Level
SOO	516320	Bi-Level
SOO	516321	Bi-Level
SOO	516322	Bi-Level
SOO	516323	Bi-Level
SOO	516324	Bi-Level
SOO	516325	Bi-Level
SOO	516326	Bi-Level
SOO	516327	Bi-Level
SOO	516328	Bi-Level
SOO	516329	Bi-Level
SOO	516330	Bi-Level

SOO	516331	Bi-Level
SOO	516332	Bi-Level
SOO	516334	Bi-Level
SOO	516335	Bi-Level
SOO	516336	Bi-Level
SOO	516337	Bi-Level
SOO	516338	Bi-Level
SOO	516339	Bi-Level
SOO	516340	Bi-Level
SOO	516341	Bi-Level
SOO	516342	Bi-Level
SOO	516343	Bi-Level

Car Mark	Car Number	Rack Type
SOO	516344	Bi-Level
SOO	516345	Bi-Level
SOO	516346	Bi-Level
SOO	516347	Bi-Level
SOO	516349	Bi-Level
SOO	516350	Bi-Level
SOO	516351	Bi-Level
SOO	516352	Bi-Level
SOO	516353	Bi-Level
SOO	516354	Bi-Level
SOO	516355	Bi-Level
SOO	516356	Bi-Level
SOO	516357	Bi-Level
SOO	516359	Bi-Level
SOO	516360	Bi-Level
SOO	516361	Bi-Level
SOO	516362	Bi-Level
SOO	516363	Bi-Level
SOO	516364	Bi-Level
SOO	516365	Bi-Level
SOO	516366	Bi-Level
SOO	516367	Bi-Level
SOO	516368	Bi-Level
SOO	516369	Bi-Level
SOO	516370	Bi-Level
SOO	516371	Bi-Level
SOO	516372	Bi-Level
SOO	516373	Bi-Level
SOO	516374	Bi-Level
SOO	516375	Bi-Level
SOO	516376	Bi-Level
SOO	516378	Bi-Level
SOO	516379	Bi-Level
SOO	516380	Bi-Level
SOO	516381	Bi-Level
SOO	516382	Bi-Level
SOO	516383	Bi-Level
SOO	516384	Bi-Level

Car Mark	Car Number	Rack Type
SOO	516385	Bi-Level
SOO	516386	Bi-Level
SOO	516387	Bi-Level
SOO	516388	Bi-Level
SOO	516389	Bi-Level
SOO	516390	Bi-Level
SOO	516391	Bi-Level
SOO	516392	Bi-Level
SOO	516393	Bi-Level
SOO	516394	Bi-Level
SOO	516395	Bi-Level
SOO	516397	Bi-Level
SOO	516398	Bi-Level
SOO	516399	Bi-Level
SOO	516400	Bi-Level
SOO	516402	Bi-Level
SOO	516403	Bi-Level
SOO	516404	Bi-Level
SOO	516405	Bi-Level
SOO	516406	Bi-Level
SOO	516407	Bi-Level
SOO	516408	Bi-Level
SOO	516410	Bi-Level
SOO	516411	Bi-Level
SOO	516412	Bi-Level
SOO	518001	Bi-Level
SOO	518016	Bi-Level
SOO	518052	Bi-Level
SOO	518058	Bi-Level
SOO	518076	Bi-Level
SOO	518079	Bi-Level
SOO	518088	Bi-Level
SOO	518113	Bi-Level
SOO	518129	Bi-Level
SOO	518143	Bi-Level
SOO	518161	Bi-Level
SOO	518194	Bi-Level

Cars with Bi-Level Racks	104
Cars with Tri-Level Racks	247
Total Car Count	351

BILL OF SALE

KNOW ALL PEOPLE BY THESE PRESENTS: that James-Furman & Company, an Oregon general partnership (the "Seller"), in consideration of the sum of One Dollar ($1.00) and other good and valuable consideration more fully described in that certain Purchase and Sale Agreement, dated May 31, 2000 (the "Purchase Agreement"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, and assign to Allfirst Bank (the "Purchaser"), the following described goods, chattels, and intangible personal property (together the "Assets"): All of Seller's right, title, and interest in certain railcars and autoracks described in Exhibit C.1 hereto (the "Equipment") which have been leased pursuant to the terms of those certain Lease Agreements and Schedules described on Exhibit C.2 hereto (collectively, the "Leases"), together with all of Seller's right, title, and interest in the Leases.

TO HAVE AND TO HOLD the Assets unto Purchaser, its successors and assigns, forever.

Seller, on its own behalf, and on behalf of its successors and assigns, does hereby covenant, warrant, represent to, and agree with Purchaser (i) that it is the lawful owner of the Assets; (ii) that the Assets are free and clear of all claims, liens, charges, encumbrances, and security interests arising by, through or under Seller; (iii) that it has the full right and authority to sell and transfer the Assets to Purchaser; (iv) that the within sale and transfer of the Assets to Purchaser, separately and on a combined basis, does not violate any contract, agreement, or other instrument to which Seller is party or by which Seller or the Assets are bound, nor any provision of applicable law, and that all preconditions thereto have been fully complied with and performed by or on behalf of Seller. Seller hereby further covenants and binds itself, its successors, and assigns, against every person or entity claiming or laying claim to the Assets or any right thereof and to defend, hold harmless, and indemnify Purchaser, its successors and assigns, from and against any and all losses, damages, and expenses (including reasonable attorneys' fees for defense thereof, or for enforcement of this covenant) resulting or arising from the assertion of any such claim or cause of action against Purchaser, its successors and assigns, or against the Assets or any item or part thereof, except as so subject. EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES SET FORTH IN THE PURCHASE AGREEMENT, the Equipment (as defined in the Purchase Agreement) is being sold to Purchaser by the Seller, "AS IS, WHERE IS" without any other representations and warranties whether written, oral or implied, and the SELLER SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

Seller agrees that at any time and from time to time, upon the written request of Purchaser, Seller will promptly and duly execute and deliver or cause to be executed and delivered on its behalf any and all such further instruments and documents and take such further action as Purchaser may reasonably request in order to obtain the full benefits of this Bill of Sale and of the rights and powers herein granted.

IN WITNESS WHEREOF, Seller has executed these presents as of the 31 day of May, 2000.

JAMES-FURMAN & COMPANY

By: _____

Title: Partner

RECORDATION NO. 19175-I FILED

JUN 21 '00 10-05 AM

SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 31st day of MAY, 2000, before me personally appeared W. A. FURMAN, to me personally known, who being by me duly sworn, says that he is the PARTNER of James-Furman & Company that the foregoing instrument was signed on behalf of said partnership, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: 11-23-01

OFFICIAL SEAL
KEVIN MAUGHAN
NOTARY PUBLIC-OREGON
COMMISSION NO. 307064
MY COMMISSION EXPIRES NOVEMBER 23, 2001

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of _____, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Allfirst Bank 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.

NOTARY PUBLIC

My commission expires: _____

G:\WORD\PURCH\2000\P0331003 JF AUTORACKS AND FLATS PURCH AGT.doc

EXHIBIT C.1 to
Bill of Sale

DESCRIPTION OF EQUIPMENT

Autoracks, marked and numbered as follows:

Car Mark	Car Number	Rack Type	Car Mark	Car Number	Rack Type
ETTX	800138	Tri-Level	TTGX	254860	Bi-Level
ETTX	800143	Tri-Level	TTGX	254945	Bi-Level
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ETTX	800408	Tri-Level	TTGX	255106	Bi-Level
ETTX	800521	Tri-Level	TTGX	255195	Bi-Level
ETTX	800524	Tri-Level	TTGX	255628	Bi-Level
ETTX	800525	Tri-Level	TTGX	255722	Bi-Level
ETTX	800527	Tri-Level	TTGX	255724	Bi-Level
ETTX	800539	Tri-Level	TTGX	255767	Bi-Level
ETTX	800565	Tri-Level	TTGX	255780	Bi-Level
ETTX	800568	Tri-Level	TTGX	255806	Bi-Level
ETTX	800575	Tri-Level	TTGX	255857	Bi-Level
ETTX	800579	Tri-Level	TTGX	255989	Bi-Level
ETTX	800585	Tri-Level	TTGX	256040	Bi-Level
ETTX	800586	Tri-Level	TTGX	961871	Bi-Level
ETTX	800621	Tri-Level			
ETTX	800628	Tri-Level			
ETTX	800974	Tri-Level			
ETTX	801086	Tri-Level			
ETTX	801106	Tri-Level	Bi-Level Rack Count		18
ETTX	801114	Tri-Level	Tri-Level Rack Count		29
ETTX	801159	Tri-Level	Total Rack Count		47
ETTX	801160	Tri-Level			
ETTX	801307	Tri-Level			
ETTX	801855	Tri-Level			
ETTX	908982	Tri-Level			
ETTX	908984	Tri-Level			
ETTX	909189	Tri-Level			
TTGX	254623	Bi-Level			
TTGX	254833	Bi-Level			

Flatcars with attached autoracks marked and numbered as follows:

Car Mark	Car Number	Rack Type
SOO	515800	Tri-Level
SOO	515801	Tri-Level
SOO	515802	Tri-Level
SOO	515803	Tri-Level
SOO	515804	Tri-Level
SOO	515805	Tri-Level
SOO	515806	Tri-Level
SOO	515807	Tri-Level
SOO	515808	Tri-Level
SOO	515810	Tri-Level
SOO	515811	Tri-Level
SOO	515812	Tri-Level
SOO	515813	Tri-Level
SOO	515814	Tri-Level
SOO	515815	Tri-Level
SOO	515816	Tri-Level
SOO	515817	Tri-Level
SOO	515818	Tri-Level
SOO	515819	Tri-Level
SOO	515820	Tri-Level
SOO	515821	Tri-Level
SOO	515822	Tri-Level
SOO	515823	Tri-Level
SOO	515826	Tri-Level
SOO	515827	Tri-Level
SOO	515828	Tri-Level
SOO	515830	Tri-Level
SOO	515831	Tri-Level
SOO	515832	Tri-Level
SOO	515833	Tri-Level
SOO	515834	Tri-Level
SOO	515835	Tri-Level
SOO	515836	Tri-Level
SOO	515837	Tri-Level
SOO	515838	Tri-Level
SOO	515839	Tri-Level
SOO	515844	Tri-Level
SOO	515845	Tri-Level
SOO	515846	Tri-Level
SOO	515847	Tri-Level
SOO	515848	Tri-Level
SOO	515849	Tri-Level
SOO	515850	Tri-Level
SOO	515851	Tri-Level

Car Mark	Car Number	Rack Type
SOO	515852	Tri-Level
SOO	515853	Tri-Level
SOO	515854	Tri-Level
SOO	515855	Tri-Level
SOO	515856	Tri-Level
SOO	515858	Tri-Level
SOO	515859	Tri-Level
SOO	515860	Tri-Level
SOO	515861	Tri-Level
SOO	515862	Tri-Level
SOO	515863	Tri-Level
SOO	515864	Tri-Level
SOO	515865	Tri-Level
SOO	515866	Tri-Level
SOO	515867	Tri-Level
SOO	515868	Tri-Level
SOO	515869	Tri-Level
SOO	515870	Tri-Level
SOO	515871	Tri-Level
SOO	515872	Tri-Level
SOO	515873	Tri-Level
SOO	515874	Tri-Level
SOO	515875	Tri-Level
SOO	515876	Tri-Level
SOO	515877	Tri-Level
SOO	515878	Tri-Level
SOO	515879	Tri-Level
SOO	515880	Tri-Level
SOO	515881	Tri-Level
SOO	515882	Tri-Level
SOO	515883	Tri-Level
SOO	515884	Tri-Level
SOO	515885	Tri-Level
SOO	515886	Tri-Level
SOO	515889	Tri-Level
SOO	515892	Tri-Level
SOO	515893	Tri-Level
SOO	515894	Tri-Level
SOO	515895	Tri-Level
SOO	515896	Tri-Level
SOO	515897	Tri-Level
SOO	515899	Tri-Level

SOO	515900	Tri-Level
SOO	515901	Tri-Level

Car Mark	Car Number	Rack Type
SOO	515902	Tri-Level
SOO	515904	Tri-Level
SOO	515905	Tri-Level
SOO	515906	Tri-Level
SOO	515907	Tri-Level
SOO	515908	Tri-Level
SOO	515910	Tri-Level
SOO	515911	Tri-Level
SOO	515912	Tri-Level
SOO	515914	Tri-Level
SOO	515916	Tri-Level
SOO	515917	Tri-Level
SOO	515919	Tri-Level
SOO	515920	Tri-Level
SOO	515921	Tri-Level
SOO	515923	Tri-Level
SOO	515925	Tri-Level
SOO	515926	Tri-Level
SOO	515927	Tri-Level
SOO	515928	Tri-Level
SOO	515929	Tri-Level
SOO	515930	Tri-Level
SOO	515932	Tri-Level
SOO	515933	Tri-Level
SOO	515935	Tri-Level
SOO	515936	Tri-Level
SOO	515937	Tri-Level
SOO	515938	Tri-Level
SOO	515939	Tri-Level
SOO	515940	Tri-Level
SOO	515941	Tri-Level
SOO	515943	Tri-Level
SOO	515944	Tri-Level
SOO	515945	Tri-Level
SOO	515947	Tri-Level
SOO	515948	Tri-Level
SOO	515949	Tri-Level
SOO	515950	Tri-Level
SOO	515952	Tri-Level
SOO	515953	Tri-Level
SOO	515954	Tri-Level
SOO	515955	Tri-Level
SOO	515957	Tri-Level
SOO	515958	Tri-Level
SOO	515959	Tri-Level
SOO	515960	Tri-Level
SOO	515961	Tri-Level

Car Mark	Car Number	Rack Type
SOO	515965	Tri-Level
SOO	515967	Tri-Level
SOO	515968	Tri-Level
SOO	515969	Tri-Level
SOO	515970	Tri-Level
SOO	515971	Tri-Level
SOO	515972	Tri-Level
SOO	515973	Tri-Level
SOO	515974	Tri-Level
SOO	515975	Tri-Level
SOO	515977	Tri-Level
SOO	515978	Tri-Level
SOO	515981	Tri-Level
SOO	515983	Tri-Level
SOO	515984	Tri-Level
SOO	515985	Tri-Level
SOO	515986	Tri-Level
SOO	515988	Tri-Level
SOO	515989	Tri-Level
SOO	515990	Tri-Level
SOO	515992	Tri-Level
SOO	515994	Tri-Level
SOO	515995	Tri-Level
SOO	515996	Tri-Level
SOO	515997	Tri-Level
SOO	515998	Tri-Level
SOO	515999	Tri-Level
SOO	516000	Tri-Level
SOO	516001	Tri-Level
SOO	516002	Tri-Level
SOO	516004	Tri-Level
SOO	516006	Tri-Level
SOO	516008	Tri-Level
SOO	516009	Tri-Level
SOO	516010	Tri-Level
SOO	516011	Tri-Level
SOO	516012	Tri-Level
SOO	516013	Tri-Level
SOO	516015	Tri-Level

SOO	516016	Tri-Level
SOO	516017	Tri-Level
SOO	516018	Tri-Level
SOO	516019	Tri-Level
SOO	516021	Tri-Level
SOO	516022	Tri-Level
SOO	516025	Tri-Level
SOO	516026	Tri-Level
Car Mark	**Car Number**	**Rack Type**
SOO	516027	Tri-Level
SOO	516028	Tri-Level
SOO	516029	Tri-Level
SOO	516031	Tri-Level
SOO	516032	Tri-Level
SOO	516033	Tri-Level
SOO	516034	Tri-Level
SOO	516035	Tri-Level
SOO	516036	Tri-Level
SOO	516037	Tri-Level
SOO	516038	Tri-Level
SOO	516039	Tri-Level
SOO	516040	Tri-Level
SOO	516041	Tri-Level
SOO	516042	Tri-Level
SOO	516044	Tri-Level
SOO	516046	Tri-Level
SOO	516047	Tri-Level
SOO	516048	Tri-Level
SOO	516049	Tri-Level
SOO	516050	Tri-Level
SOO	516051	Tri-Level
SOO	516052	Tri-Level
SOO	516053	Tri-Level
SOO	516055	Tri-Level
SOO	516056	Tri-Level
SOO	516057	Tri-Level
SOO	516058	Tri-Level
SOO	516059	Tri-Level
SOO	516060	Tri-Level
SOO	516061	Tri-Level
SOO	516062	Tri-Level
SOO	516063	Tri-Level
SOO	516064	Tri-Level
SOO	516065	Tri-Level
SOO	516066	Tri-Level
SOO	516067	Tri-Level
SOO	516068	Tri-Level
SOO	516069	Tri-Level
SOO	516070	Tri-Level
SOO	516071	Tri-Level
SOO	516072	Tri-Level
SOO	516074	Tri-Level
SOO	516076	Tri-Level
SOO	516077	Tri-Level
SOO	516078	Tri-Level
SOO	516079	Tri-Level
Car Mark	**Car Number**	**Rack Type**
SOO	516081	Tri-Level
SOO	516082	Tri-Level
SOO	516083	Tri-Level
SOO	516084	Tri-Level
SOO	516085	Tri-Level
SOO	516086	Tri-Level
SOO	516087	Tri-Level
SOO	516088	Tri-Level
SOO	516089	Tri-Level
SOO	516090	Tri-Level
SOO	516091	Tri-Level
SOO	516092	Tri-Level
SOO	516093	Tri-Level
SOO	516094	Tri-Level
SOO	516095	Tri-Level
SOO	516096	Tri-Level
SOO	516098	Tri-Level
SOO	516099	Tri-Level
SOO	516313	Bi-Level
SOO	516314	Bi-Level
SOO	516315	Bi-Level
SOO	516316	Bi-Level
SOO	516318	Bi-Level
SOO	516319	Bi-Level
SOO	516320	Bi-Level
SOO	516321	Bi-Level
SOO	516322	Bi-Level
SOO	516323	Bi-Level
SOO	516324	Bi-Level
SOO	516325	Bi-Level
SOO	516326	Bi-Level
SOO	516327	Bi-Level
SOO	516328	Bi-Level
SOO	516329	Bi-Level
SOO	516330	Bi-Level

SOO	516331	Bi-Level
SOO	516332	Bi-Level
SOO	516334	Bi-Level
SOO	516335	Bi-Level
SOO	516336	Bi-Level
SOO	516337	Bi-Level
SOO	516338	Bi-Level
SOO	516339	Bi-Level
SOO	516340	Bi-Level
SOO	516341	Bi-Level
SOO	516342	Bi-Level
SOO	516343	Bi-Level

Car Mark	Car Number	Rack Type
SOO	516344	Bi-Level
SOO	516345	Bi-Level
SOO	516346	Bi-Level
SOO	516347	Bi-Level
SOO	516349	Bi-Level
SOO	516350	Bi-Level
SOO	516351	Bi-Level
SOO	516352	Bi-Level
SOO	516353	Bi-Level
SOO	516354	Bi-Level
SOO	516355	Bi-Level
SOO	516356	Bi-Level
SOO	516357	Bi-Level
SOO	516359	Bi-Level
SOO	516360	Bi-Level
SOO	516361	Bi-Level
SOO	516362	Bi-Level
SOO	516363	Bi-Level
SOO	516364	Bi-Level
SOO	516365	Bi-Level
SOO	516366	Bi-Level
SOO	516367	Bi-Level
SOO	516368	Bi-Level
SOO	516369	Bi-Level
SOO	516370	Bi-Level
SOO	516371	Bi-Level
SOO	516372	Bi-Level
SOO	516373	Bi-Level
SOO	516374	Bi-Level
SOO	516375	Bi-Level
SOO	516376	Bi-Level
SOO	516378	Bi-Level
SOO	516379	Bi-Level
SOO	516380	Bi-Level
SOO	516381	Bi-Level
SOO	516382	Bi-Level
SOO	516383	Bi-Level
SOO	516384	Bi-Level

Car Mark	Car Number	Rack Type
SOO	516385	Bi-Level
SOO	516386	Bi-Level
SOO	516387	Bi-Level
SOO	516388	Bi-Level
SOO	516389	Bi-Level
SOO	516390	Bi-Level
SOO	516391	Bi-Level
SOO	516392	Bi-Level
SOO	516393	Bi-Level
SOO	516394	Bi-Level
SOO	516395	Bi-Level
SOO	516397	Bi-Level
SOO	516398	Bi-Level
SOO	516399	Bi-Level
SOO	516400	Bi-Level
SOO	516402	Bi-Level
SOO	516403	Bi-Level
SOO	516404	Bi-Level
SOO	516405	Bi-Level
SOO	516406	Bi-Level
SOO	516407	Bi-Level
SOO	516408	Bi-Level
SOO	516410	Bi-Level
SOO	516411	Bi-Level
SOO	516412	Bi-Level
SOO	518001	Bi-Level
SOO	518016	Bi-Level
SOO	518052	Bi-Level
SOO	518058	Bi-Level
SOO	518076	Bi-Level
SOO	518079	Bi-Level
SOO	518088	Bi-Level
SOO	518113	Bi-Level
SOO	518129	Bi-Level
SOO	518143	Bi-Level
SOO	518161	Bi-Level
SOO	518194	Bi-Level

Cars with Bi-Level Racks	104
Cars with Tri-Level Racks	247
Total Car Count	351

EXHIBIT C.2 to
Bill of Sale

DESCRIPTION OF LEASE

1. Lease Agreement dated March 4, 1994 by and between James-Furman & Company as assignee of Greenbrier Railcar, Inc., as Lessor, and Soo Line Railroad Company, as Lessee, governing the lease of autoracks, and Schedule No. 1 thereto dated March 4, 1994, as amended by Amendment to Lease Schedule No. 1 dated February 7, 2000.

2. Lease Agreement dated March 4, 1994 by and between James-Furman & Company as assignee of Greenbrier Railcar, Inc., as Lessor, and Soo Line Railroad Company, as Lessee, governing the lease of autorack railcars (flatcars with attached racks) and Schedule No. 1 thereto dated March 4, 1994, as amended by Amendment to Lease Schedule No. 1 dated February 7, 2000.