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OF COUNSEL
URBAN A. LESTER

August 30, 2000

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

RECORDATION NO. 19452-J FILED
AUG 30 '00 11-22 AM
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 August 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement Schedule 6 which was previously filed with the Board under Recordation Number 19452-I.

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

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive
Suite 200
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:

128 boxcars CRLE 15550 - CRLE 15677

Mr. Vernon A. Williams
August 30, 2000
Page Two

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

Assignment and Assumption Agreement between Greenbrier Leasing Corporation, Assignor, and Bombardier Capital Rail Inc., Assignee, covering 128 boxcars CRLE 15550 - CRLE 15677.

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 and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 19452-J FILED

AUG 30 2000 11-22 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

AUGUST 30, 2000

Memorandum of Assignment and Assumption Agreement made and entered into as of August 30, 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") one hundred twenty-eight (128) 50-foot, Plate F boxcars with 10-foot plug doors, nailable steel floors and 15-inch EOCC, marked and numbered CRLE 15550 through CRLE 15677, inclusive (the "Cars"), pursuant to that certain Lease Agreement dated January 16, 1995, and Schedule No. 6 thereto dated as of April 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: _____

Title: Vice President

BOMBARDIER CAPITAL RAIL INC.

By: _____

Bradley C. Gunstad
Title: Vice President & General Counsel

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RECORDATION NO. _____ FILED

AUG 30 '00 11-22 AM

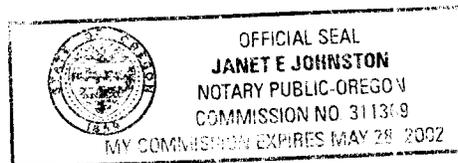
SURFACE TRANSPORTATION BOARD

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th day of August 2000, before me personally appeared Larry G. Brady, to me personally known, who being by me duly sworn, says that he is the 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.

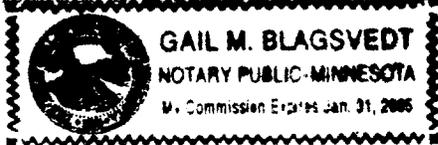
Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF MINNESOTA)
) ss.
COUNTY OF Hennepin)

On this 28 day of August, 2000, before me personally appeared Bradley J. Gustaf, 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